Zayo Group Holdings, Inc.

Form 4 April 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

4,500,000

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See Instruction 1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Caruso Daniel			Issuer Name and Ticker or Tradii bol o Group Holdings, Inc. [Z <i>A</i>	Issuer AYO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1805 29TH STREET SUITE 2050			ate of Earliest Transaction nth/Day/Year) 03/2017	_X_ Director_X_ Office:	or	10% Owner Other (specify		
			Amendment, Date Original d(Month/Day/Year)	Applicable Liz_X_ Form file	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BOULDER, CO 80301				Form filed	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Secur	ities Acquired, Dispos	sed of, or Benef	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye	Code (Instr. 3, 4 and 5	of (D) Securities		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C			Code V Amount (D)	Price \$,			
Common Stock	04/03/2017		S(1) 22,570 D	32.8 4,786,546 (2)	D			
Common Stock				1,327,066	I	By Bear Equity, LLC		
Common Stock				1,130,957	I	By Bear Investments, LLLP		

DPC Papa

Enterprises,

Bear

LLC (3)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative		•		Securities	3		(Instr.	3 and 4)	
	Security				Acquired				,	
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					4, and 3)					
									Amount	
						Data	Evaluation		or	
					•	Expiration	Title Numl	Number		
						Exercisable Date	Date	of	of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Caruso Daniel 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	X		СЕО			

Signatures

/s/ Laura Littman, as attorney-in-fact 04/05/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported was mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a Rule 10b5-1 "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.
- (2) The shares were sold in one transaction at the price reported.
- (3) The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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