## Edgar Filing: Zayo Group Holdings, Inc. - Form 4

Zayo Group Holdings, In Form 4	nc.						
July 10, 2017						PPROVAL	
FORM 4 UNIT	FED STATES	SECURITIES A Washington	AND EXCHANGE , D.C. 20549	COMMISSION	OMB OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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						January 31, 2005 average Jrs per . 0.5	
(Print or Type Responses)							
1. Name and Address of Rep Caruso Daniel		Symbol	d Ticker or Trading dings, Inc. [ZAYO]	5. Relationship of Issuer			
(Last) (First)	(Middle)	3. Date of Earliest T	ransaction	(Check all applicable)			
1805 29TH STREET S		(Month/Day/Year) 07/06/2017		X Director X Officer (give below)		% Owner her (specify	
(Street)		4. If Amendment, Day/Yea	-	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
BOULDER, CO 80301				Person	ore than One R	sporting	
(City) (State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction (Month/Day/Y)	any		(A) or	SecuritiesForBeneficially(II)Owned(II)	Ownership orm: Direct )) or Indirect ) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separa	te line for each cla	ss of securities benef	ficially owned directly o	or indirectly.			
			Persons who res information cont required to respo	pond to the collect ained in this form a ond unless the form htly valid OMB cont	ire not 1	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. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Dispos (D)	(Instr. 3, 4,				(	
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	07/06/2017		А	70,942		(2)	(2)	Common Stock	70,942	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Caruso Daniel 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х		CEO			
Signatures						
/s/ Laura Littman, as attorney-in-fact	07/	/10/2017				
<u>**</u> 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).

Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company")(1) common stock. The reported number of restricted stock units assumes target level stock price performance. Upon vesting, the number of shares of common stock received by the reporting person will be determined based on the Company's historical stock price performance.

(2) The restricted stock units vest in full on June 30, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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