

Zayo Group Holdings, Inc.  
Form S-1MEF  
March 11, 2015

As filed with the Securities and Exchange Commission on March 11, 2015

Registration No. 333-

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

**Form S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Zayo Group Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**4813**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**1805 29<sup>th</sup> Street, Suite 2050**

**26-1398293**  
**(I.R.S. Employer**  
**Identification Number)**

**Boulder, CO 80301**

**(303) 381-4683**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Scott E. Beer, Esq.**

**General Counsel**

**Zayo Group Holdings, Inc.**

**1805 29<sup>th</sup> Street, Suite 2050**

**Boulder, CO 80301**

**(303) 381-4683**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

*With a copy to:*

**Brian J. Lane, Esq.**

**Robyn E. Zolman, Esq.**

**Gibson, Dunn & Crutcher LLP**

**1801 California Street, Suite 4200**

**Denver, Colorado 80202-2642**

**(303) 298-5700**

**James S. Scott, Sr. Esq.**

**Shearman & Sterling LLP**

**599 Lexington Avenue**

**New York, New York 10022-6069**

**(212) 848-4000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-202268

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "  
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company "

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed		Amount of registration fee(3)
		maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	
Common stock, par value \$0.001 per share	3,450,000	\$27.35	\$94,357,500	\$10,964.34

- (1) Represents only the additional number of shares being registered and includes 450,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration on Form S-1 (File No. 333-202268).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The registrant has previously registered 18,400,000 shares of its common stock for which the fee was \$56,590 on a Registration Statement on Form S-1 (File No. 333-202268) declared effective by Securities and Exchange Commission on March 11, 2015. The registrant has previously paid \$58,100 for the registration of securities in connection with this offering at a proposed maximum aggregate offering price of \$500,000,000. An additional

\$9,454.34 is paid herewith in connection with the additional shares to be registered hereby.

**This registration statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ). The contents of the Registration Statement on Form S-1 (File No. 333-202268) (the Registration Statement ) filed by Zayo Group Holdings, Inc. (the Company ) with the Securities and Exchange Commission (the Commission ) on February 24, 2015, as amended on March 9, 2015 and March 10, 2015, which was declared effective on March 11, 2015, are incorporated by reference into this registration statement. The Company is filing this registration statement with the Commission for the sole purpose of increasing by 3,450,000 shares the number of shares of the Company s common stock to be registered for sale pursuant to the Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado, on March 11, 2015.

ZAYO GROUP HOLDINGS, INC.

By: /s/ Ken desGarenes  
 Ken desGarenes  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Dan Caruso* Dan Caruso	Chief Executive Officer and Director  <i>(principal executive officer)</i>	March 11, 2015
/s/ Ken desGarenes Ken desGarenes	Chief Financial Officer  <i>(principal financial and accounting officer)</i>	March 11, 2015
/s/ Michael Choe* Michael Choe	Director	March 11, 2015
/s/ Rick Connor* Rick Connor	Director	March 11, 2015
/s/ Phil Canfield* Phil Canfield	Director	March 11, 2015
/s/ Don Gips* Don Gips	Director	March 11, 2015
/s/ Linda Rottenberg* Linda Rottenberg	Director	March 11, 2015
/s/ Stephanie Comfort* Stephanie Comfort	Director	March 11, 2015

\* As Attorney-in-Fact

/s/ Ken desGarenes

Ken desGarenes

**EXHIBIT INDEX**

Exhibit No.	Description of Exhibit
5.1	Opinion of Gibson, Dunn & Crutcher, LLP.
23.1	Consent of KPMG LLP.
23.2	Consent of BDO USA, LLP.
23.3	Consent of Gibson Dunn & Crutcher LLP (included in the opinion filed as Exhibit 5.1).
24.1	Powers of Attorney (included in the signature pages of the initial filing of the Company's Registration Statement on Form S-1, file number 333-202268, filed on February 24, 2015, as amended).