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

Form 4	Holdings, Inc.									
July 10, 201	ЛЛ	STATES					COMMISSIO		PPROVAL 3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	Washington, D.C. 20549 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								
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Richardson Nina			Symbol	er Name an Group Hol		C C	5. Relationship of Reporting Person(s) to Issuer			
(Last) 1805 29TH	Middle) 2 2050	Zayo Group Holdings, Inc. [ZAYO] 3. Date of Earliest Transaction (Month/Day/Year) 07/06/2017			(Check all applicable) <u></u> Director <u></u> Officer (give title below) <u></u> 10% Owner <u></u> 0ther (specify below)					
BOULDER	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 						
(City)	(State)	(Zip)	Tat	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Rej	port on a separate line	e for each cla	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) or Dispose (D) (Instr. 3 and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/06/2017	А		1,441		(2)	(2)	Common Stock	1,441

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
Richardson Nina 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х			
Signatures				
/s/ Laura Littman, as attorney-in-fact	07/	/10/2017		
**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) Each Part C restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest in full on September 30, 2017.

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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