

Caruso Daniel
Form 5/A
August 10, 2017

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Caruso Daniel

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Zayo Group Holdings, Inc. [ZAYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1805 29TH STREET SUITE 2050

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

4. If Amendment, Date Original Filed(Month/Day/Year)
08/10/2017

6. Individual or Joint/Group Reporting

(check applicable line)

BOULDER, CO 80301

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
|--|--------------------------------------|--|--------------------------------|---|-------------------|--------|--|--|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 02/17/2017 | ^ | G | | 323,311 | D \$ 0 | 4,333,406 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,166,620 | I | By Bear Equity, LLC |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,130,957 | I | By Bear Investments, LLLP |
| | ^ | ^ | ^ | ^ | ^ | ^ | 4,500,000 | I | |

Common
Stock

By DPC
Papa Bear
Enterprises,
LLC ⁽¹⁾

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

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SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Signatures

/s/ Laura Littman, as attorney-in-fact 08/10/2017

**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).

The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his (1) pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Remarks:
Amending "3. Statement for Issuer's Fiscal Year Ended" from 02/17/2017 to 06/30/2017.

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