Zayo Group Holdings, Inc. Form 4

November 03, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

10% Owner

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

_X__ Director

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction

(Month/Day/Year)

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

1(b).

Caruso Daniel

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

1805 29TH STREET SUITE 2050		`	11/01/2016				_X_ Officer (g below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)				
BOULDER, CO 80301							_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 11/01/2016	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V S(1)	4. Securit on(A) or Dis (Instr. 3, 4) Amount 20,175	sposed	d 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 Beneficial Ownership (Instr. 4)	
Stock	11/01/2010		3 <u>(*)</u>	20,173	ע	(2)	4,333,333	D		
Common Stock							1,327,066	I	By Bear Equity, LLC	
Common Stock							1,130,957	I	By Bear Investments, LLLP	
Common Stock							4,500,000	I	By DPC Papa Bear Enterprises,	

LLC (3) By VP Common 1,137 I Holdings,

Stock LLC (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if		5. onNumber	6. Date Exerc Expiration D	ate	7. Tit	unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)		rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ			Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(=====
					4, and 5)						
					4, and 3)						
									Amount		
						ъ.	.		or		
						Date	Expiration	Title	Number		
						Exercisable	xercisable Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Laura Littman, as 11/03/2016 attorney-in-fact

**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 sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 18, 2016.

(2)

Reporting Owners 2

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.09 to \$32.30. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in in this footnote.

- 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, 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.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (4) 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.

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.