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

Zayo Group	o Holdings, Inc.										
Form 4/A											
January 04,	2017										
FORM	ЛД								APPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check t if no lor								Expires:	January 31,		
subject		MENT OI	F CHAI			ICIAL O	WNERSHIP OF	F Estimated	2005 average		
Section	16.			SECUI	RITIES				burden hours per		
Form 4 Form 5					а ·		A ( 01024	response	0.5		
obligati	000						nge Act of 1934,				
may con	ntinue. Section 17			•	•	- ·	of 1935 or Secti	ion			
See Inst	ruction	50(II)	of the fi	ivesunen	t Compa	ny Act of 1	.940				
1(b).											
(Print or Type	Responses)										
Connor Richard W. Symbol				er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer				
				Froup Hol	dings. In	c. [ZAYO]	ſ				
(Last)	(First) (	Middle)	-	of Earliest T	-		(Ch	eck all applicab	le)		
(Last)	(1115t) (	wildule)		Day/Year)	ransaction		_X_ Director	10	% Owner		
1805 29TH	I STREET SUITE	E 2050		0/05/2016			Officer (give title Other (specify				
			10/00/1	-010			below)	below)			
	(Street)			endment, D	-	al	6. Individual or	Joint/Group Fil	ing(Check		
				onth/Day/Yea	ur)		Applicable Line)	v One Departing I	Damaan		
	0 00 201		10/05/2	2016			_X_ Form filed by Form filed by	More than One F			
DUULDEI	R, CO 80301						Person				
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if	Transactio Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect		
(Instr. 3)		any (Month/Da	av/Year)	(Instr. 8)	(Instr. 3, 4		Owned	(I) or maneet	Ownership		
		`			× ,	,	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(mout 5 and 4)				
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
	r on a coparato ini				-	-	spond to the colle	ection of	SEC 1474		
							tained in this form		(9-02)		

required to respond to the collection of SEC 1 information contained in this form are not (9) required to respond unless the form displays a currently valid OMB control number.

## 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	<u>(1)</u>	10/05/2016	А		2,821 (2)		(3)	(3)	Common Stock	2,821

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips	
Topology of the Land, Lands	Director	10% Owner	Officer	Other
Connor Richard W. 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х			
Signatures				
/s/ Laura Littman, as attorney-in-fact	01/	/04/2017		
**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) Amends number of shares granted from 2,720 to 2,821.
- (3) The restricted stock units vest in full on December 31, 2016.

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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