Caruso Daniel Form 4 October 03, 2017

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5

1(b).

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Caruso Daniel Issuer Symbol Zayo Group Holdings, Inc. [ZAYO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 1805 29TH STREET SUITE 2050 09/30/2017 below) below) **CEO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BOULDER, CO 80301

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative S	Secur	ities Acc	quired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	09/30/2017		M	59,111	A	<u>(1)</u>	4,343,965	D		
Common Stock	09/30/2017		M	52,288	A	<u>(2)</u>	4,396,253	D		
Common Stock	10/03/2017		S(3)	115,273	D	\$ 34.7 (4)	366,565	I	By Bear Equity, LLC	
Common Stock							1,130,957	I	By Bear Investments, LLLP	
							4,500,000	I		

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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response...

Estimated average

burden hours per

Common
Stock

DPC Papa Bear Enterprises, LLC (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	09/30/2017		M	59,111	<u>(6)</u>	<u>(6)</u>	Common Stock	59,111	
Restricted Stock Units	(2)	09/30/2017		M	52,288	<u>(7)</u>	<u>(7)</u>	Common Stock	52,288	

Reporting Owners

**Signature of Reporting Person

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

Signatures

/s/ Laura Littman, as attorney-in-fact 10/03/2017

Reporting Owners 2

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 A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) Each Part B restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 14, 2017.
 - The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.70 to \$34.74.
- (4) 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.
- (5) 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.
- (6) On August 31, 2016, the reporting person was granted Part A restricted stock units, which vested in full on September 30, 2017.
- (7) On November 29, 2016, the reporting person was granted Part B restricted stock units, which vested 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.