Caruso Daniel Form 4 March 20, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

10% Owner

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

1(b).

Caruso Daniel

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

1821 30TH STREET, UNIT A		`	/2018)			X Officer (gi below)		Other (specify	
				Date Origina	ıl		6. Individual or Joint/Group Filing(Check			
BOULDER, CO 80301			Month/Day/Y	ear)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 03/19/2018	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8) Code V	4. Securitic owr Dispose (Instr. 3, 4 Amount 189,409	d of (I))	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	03/17/2010		9 <u>~</u>	107,707	D	(2)	3,032,320	D		
Common Stock							8,066	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)

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(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 1821 30TH STREET, UNIT A BOULDER, CO 80301	X		СЕО					

Signatures

/s/ Laura Littman, as attorney-in-fact 03/20/2018

**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) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2017.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.70 to \$35.88.

(2) 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

(3)

Reporting Owners 2

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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.

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.