Steinfort Matt Form 4 October 02, 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.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Steinfort Matt			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Zayo Group Holdings, Inc. [ZAYO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1821 30TH STREET, UNIT A			09/28/2018	_X_ Officer (give title Other (specify below) CFO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DOLU DED	CO 90201		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BOULDER	, CO 80301			Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
1 Title of	2 Transaction	Date 24 De	emed 3 4 Securities	5 Amount of 6 Ownership 7 Nature 6			

Table 1 - Non-Derivative Securities Acquired, Disposed 61, or Beneficiany Owned								ny Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	d(A) c	or	Securities	Form: Direct	Indirect
	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				()		Reported		
						Transaction(s)		
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
00/00/0010		3.6	4.601		245	15,000	ъ	
09/28/2018		M	4,681	Α	(1)	15,090	D	
09/28/2018		M	3,545	A	<u>(1)</u>	18,635	D	
	2. Transaction Date (Month/Day/Year) 09/28/2018	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) 09/28/2018	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V 09/28/2018 M	2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount 09/28/2018 M 4,681	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) (D9/28/2018) M 4,681 A	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price 09/28/2018 M 4,681 A (1)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) O9/28/2018 M 4,681 A (L) 15,090	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Code V Amount (D) Price 2. Transaction Date (A) or Securities Form: Direct (D) or Indirect (I) (D) or Indirect (I) (Instr. 4) (A) Or Reported Transaction(s) (Instr. 3 and 4) (A) Or Code V Amount (D) Price (A) Transaction(s) (Instr. 3 and 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 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. 5. Number Transaction Derivati Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative rities ired or osed of : 3, 4,	6. Date Exer Expiration D (Month/Day	ate	7. Title and 2. Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	09/28/2018		M		3,545	(2)	(2)	Common Stock	3,545	\$
Restricted Stock Units	(1)	09/28/2018		M		4,681	(3)	(3)	Common Stock	4,681	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Steinfort Matt							
1821 30TH STREET, UNIT A			CFO				
BOULDER, CO 80301							

Signatures

/s/ Shira Cooks, as attorney-in-fact 10/02/2018

**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) Each Part A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) On September 27, 2017, the reporting person was granted Part A restricted stock units, which vested in full on September 28, 2018.
- On November 28, 2017, the reporting person was granted Part A restricted stock units, which vested 50% on September 28, 2018 and will vest 50% on December 31, 2018.

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.

Reporting Owners 2