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

Zayo Group Form 4	Holdings, Inc.							
April 04, 20	16							
FORM		PPROVAL						
Check this box						OMB Number:	3235-0287	
if no lon	ger		IDENIERIC			Expires:	January 31, 2005	
subject t Section Form 4 o	16.	OF CHANGES IN SECU	RITIES	IAL OW	NEKSHIP OF	Estimated burden hou	urs per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations Mage Continue. See Instruction 1(b). Form 5 obligations Mage Continue. See Instruction 1(b). Form 5 See Instruction 1(b). Form 5 See Instruction 1(c) Section 1(c) (c) (c) (c) (c) (c) (c) (c) (c) (c)								
(Print or Type	Responses)							
Erickson Matthew Symbol			nd Ticker or Ti	-	5. Relationship of Reporting Person(s) to Issuer			
		Zayo Group Ho	C ·	[ZATO]	(Chec	k all applicabl	e)	
(Last) (First) (Middle) 3. Date of (Month/D) 1805 29TH STREET SUITE 2050 03/31/20			Iransaction		Director 10% Owner X Officer (give title Other (specify below) below) President & COO			
(Street) 4. If Ame Filed(Mor BOULDER, CO 80301			Date Original ar)		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City)	(State) (Zip)	Table I - Non-	Derivative Se	ecurities Acq	uired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any	ion Date, if Transact Code n/Day/Year) (Instr. 8)	(	osed 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)	
Common Stock	03/31/2016	М	3,165 A	<u>(1)</u>	468,249	D		
Common Stock	04/01/2016	S <u>(2)</u>	1,123 E	• \$ 24.07	467,126	D		
Common Stock					201,276	Ι	MRE 2015 GRAT	
Common Stock					106,000	I	MRE Holdings, LLC	

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.

## 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)	4. Transacti Code (Instr. 8)	5. Number on f Derivative 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. Pr Deriv Secu (Inst
			Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/31/2016	М	3,165	(3)	(3)	Common Stock	3,165	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting O when I tunto / i tuti tos	Director	10% Owner	Officer	Other			
Erickson Matthew 1805 29TH STREET SUITE 2050 BOULDER, CO 80301			President & COO				
Signatures							
/s/ Ken desGarennes as		04/04/0016					

attorney-in-fact

04/04/2016

Date

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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) The sale reported was mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a Rule 10b5-1 "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) On February 19, 2015, the reporting person was granted 3,165 Part A restricted stock units, which vested in full on March 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.