

Zayo Group Holdings, Inc.
Form SC 13G
February 12, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)

ZAYO GROUP HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98919V105

(CUSIP Number)

December 31, 2014

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 98919V105

Schedule 13G

Page 1 of 5

1 NAMES OF REPORTING PERSONS

2 Oak Investment Partners XII, Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "
SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 25,997,307
7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 0
WITH 8 SHARED DISPOSITIVE POWER

25,997,307
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,997,307
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 10.9%
TYPE OF REPORTING PERSON

PN

CUSIP No. 98919V105

Schedule 13G

Page 2 of 5

1 NAMES OF REPORTING PERSONS

2 Oak Associates XII, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "
SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 25,997,307
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
WITH 8 SHARED DISPOSITIVE POWER

25,997,307
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,997,307
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 10.9%
TYPE OF REPORTING PERSON

OO

CUSIP No. 98919V105

Schedule 13G

Page 3 of 5

ITEM 1. (a) Name of Issuer:

Zayo Group Holdings, Inc. (the Issuer).

(b) Address of Issuer's Principal Executive Offices:

1805 29th Street, Suite 2050

Boulder, CO 80301

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Oak Investment Partners XII, Limited Partnership

Oak Associates XII, LLC

(b) Address of Principal Business Office:

The business address of each of the Reporting Persons is c/o Oak Investment Partners, 901 Main Avenue, Suite 600, Norwalk, CT 06851.

(c) Citizenship:

Oak Investment Partners XII, Limited Partnership
Oak Associates XII, LLC

Delaware
Delaware

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (Common Stock).

(e) CUSIP Number:

98919V105

ITEM 3.

Not applicable.

ITEM 4. Ownership.**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2014, based upon 239,008,679 shares of the Issuer's Common Stock outstanding as of November 10, 2014.

| Reporting Person | Amount beneficially owned | Percent of class | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole | Shared |
|--|---------------------------------|---------------------|---|--|---|---|
| | | | | | power to dispose or to direct the disposition of | power to dispose or to direct the disposition of |
| Oak Investment Partners XII, Limited Partnership | 25,997,307 | 10.9% | 0 | 25,997,307 | 0 | 25,997,307 |
| Oak Associates XII, LLC | 25,997,307 | 10.9% | 0 | 25,997,307 | 0 | 25,997,307 |

The shares are directly held by Oak Investment Partners XII, Limited Partnership. Oak Associates XII, LLC is the general partner of Oak Investment Partners XII, Limited Partnership. Oak Investment Partners XII, Limited Partnership is managed by a seven-member board of managers (the Oak Board of Managers). Each of Oak Associates XII, LLC and the individual members of the Oak Board of Managers disclaims beneficial ownership of the shares held of record by Oak Investment Partners XII, Limited Partnership.

ITEM 5. Ownership of Five Percent or Less of a Class.

Not applicable.

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

**OAK INVESTMENT PARTNERS XII, LIMITED
PARTNERSHIP**

By: Oak Associates XII, LLC, its general
partner

By: /s/ Edward F. Glassmeyer
Name: Edward F. Glassmeyer
Title: Managing Partner

OAK ASSOCIATES XII, LLC

By: /s/ Edward F. Glassmeyer
Name: Edward F. Glassmeyer
Title: Managing Partner

LIST OF EXHIBITS

| Exhibit No. | Description |
|--------------------|------------------------|
| 99 | Joint Filing Agreement |