

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13D-2

(Amendment No.)*

Zayo Group Holdings, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.001

(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

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1. Names of Reporting Persons

Communications Infrastructure Investments, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 16,848,745
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 16,848,745
8. Shared Dispositive Power

With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,848,745

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9)

7.0%¹

12. Type of Reporting Person (See Instructions)

OO

¹ Based on 239,008,679 outstanding shares of common stock, par value \$0.001, as of February 11, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2014 filed with the Securities and Exchange Commission on February 11, 2015.

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Item 1(a). Name of Issuer

Zayo Group Holdings, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

1805 29th Street, Suite 2050

Boulder, CO 80301

Item 2(a). Name of Persons Filing

Communications Infrastructure Investments, LLC

Item 2(b). Address of Principal Business Office, or, if none, Residence

1805 29th Street, Suite 2050

Boulder, CO 80301

Item 2(c). Citizenship

Communications Infrastructure Investments, LLC is a Delaware limited liability company.

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.001

Item 2(e). CUSIP Number

98919V105

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐

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Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).
- x Not Applicable

Item 4. Ownership

The percent of class provided for each reporting person below is based on 239,008,679 outstanding shares of common stock, par value \$0.001, as of February 11, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2014 filed with the Securities and Exchange Commission on February 11, 2015.

(a) Amount beneficially owned:

16,848,745

(b) Percent of class:

7.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

16,848,745

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

16,848,745

(iv) Shared power to dispose or to direct the disposition of:

0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

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

The members of Communications Infrastructure Investments, LLC indirectly participate in the receipt of dividends from, and proceeds from the sale of, the shares of common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

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Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

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 13, 2015

**COMMUNICATIONS
INFRASTRUCTURE INVESTMENTS,
LLC**

By: /s/ Scott E. Beer

Name: Scott E. Beer

Title: General Counsel & Secretary