

Zayo Group Holdings, Inc.
Form 4
May 20, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
M/C VENTURE PARTNERS VI L P

(Last) (First) (Middle)

C/O M/C PARTNERS, 75 STATE
STREET, SUITE 2500

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction
(Month/Day/Year)

03/17/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/17/2015		S		3,216,055	D	\$ 26.5295
					20,997,419	I	

See
Footnotes
(1) (2) (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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
M/C VENTURE PARTNERS VI L P C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Partners, LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C VP VI, L.P. C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Investors LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Partners V, L.P. C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C VP V, LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
Chestnut Venture Partners LP C/O M/C PARTNERS 75 STATE STREET, SUITE 2500		X		

BOSTON, MA 02109

Chestnut Street Partners Inc

C/O M/C PARTNERS

75 STATE STREET, SUITE 2500

BOSTON, MA 02109

X

Corelink Data Centers, LLC

C/O M/C PARTNERS

75 STATE STREET, SUITE 2500

BOSTON, MA 02109

X

Signatures

M/C VENTURE PARTNERS VI, L.P., By: M/C VP VI, LLC, its general partner, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

M/C VP VI, LLC, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

M/C VENTURE PARTNERS, LLC, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

M/C VENTURE INVESTORS L.L.C., By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

M/C VENTURE PARTNERS V, L.P., By: M/C VP V, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

M/C VP V, LLC, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__Signature of Reporting Person

Date

CHESTNUT VENTURE PARTNERS, L.P., By: Chestnut Street Partners, Inc., its general partner, By: /s/ David D. Croll, President

05/20/2015

__Signature of Reporting Person

Date

CHESTNUT STREET PARTNERS, INC., By: /s/ David D. Croll, President

05/20/2015

__Signature of Reporting Person

Date

CORELINK DATA CENTERS, LLC, By: M/C Venture Partners VI, L.P., its managing member, By: M/C VP VI, L.P., its general partner, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager

05/20/2015

__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).

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- Prior to the transaction reported herein, consists of (i) 23,314,888 shares held of record by M/C Venture Partners VI, L.P., (ii) 723,716 shares held of record by M/C Venture Investors L.L.C., (iii) 174,870 shares held of record by Core link Data Centers, LLC (together, the
- (1) "M/C Shareholders"). M/C Venture Partners V, LP, M/C VP V, LLC, Chestnut Venture Partners, LP, and Chestnut Street Partners, Inc. hold no shares of the issuer and are included on this form for the sole purpose of reporting that they are no longer subject to the Section 16.

- M/C Venture Partners VI, L.P. is the managing member of Corelink Data Centers, LLC. M/C VP VI, L.P. is the sole general partner of M/C Venture Partners VI, L.P. and M/C Venture Partners, LLC is the sole general partner of M/C VP VI, L.P. M/C VP V LLC is the sole general partner of M/C Venture Partners V, L.P. Chestnut Street Partners, Inc. is the sole general partner of Chestnut Venture Partners,
- (2) L.P. As the Managers of M/C Venture Partners, LLC, M/C Venture Investors L.L.C. and M/C VP V LLC, Gillis S. Cashman, Brian M. Clark, David D. Croll, James F. Wade and John W. Watkins collectively have direct or indirect investment and voting authority over the securities held by M/C Venture Partners VI, L.P., M/C Venture Investors L.L.C. and M/C Venture Partners V, L.P. David D. Croll and James F. Wade collectively have investment and voting authority over the securities held by Chestnut Venture Partners, L.P.

- Each of the foregoing entities and individuals disclaims beneficial ownership of the shares held of record by the M/C Shareholders,
- (3) except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities 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.

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