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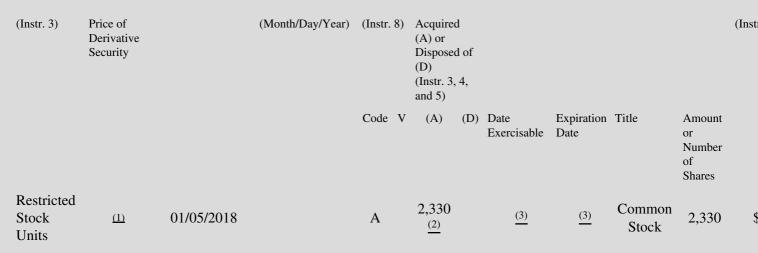
Waters John Form 4/A June 13, 202									
FORN Check th	4 UNITED	Washington, D.C. 20549							PPROVAL 3235-0287
Form 5 obligation See Instr	ger o 16. or Filed pur ons tinue.	STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES Filed pursuant to Section 16(a) of the Securities Excha Section 17(a) of the Public Utility Holding Company Act of 1						Estimated average burden hours per response 0 Act of 1934,	
l(b). (Print or Type									
1. Name and Address of Reporting Person <u>*</u> Waters John F Jr.			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]				5. Relationship of Reporting Person(s) to Issuer		
(Last) 1821 30TH	(First) (STREET, UNIT	Middle) A	3. Date of	of Earliest T Day/Year)	C .	-	 (Che Director X_Officer (give below) 		% Owner ner (specify
Fi O			4. If Amendment, Date Original Filed(Month/Day/Year) 01/08/2018			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	R, CO 80301	(7.)					Person		
(City)	(State)	(Zip)		ole I - Non-l	Derivative	Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D) 4 and 5)	Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)		
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso	ons who re	or indirectly. spond to the colle tained in this form		SEC 1474 (9-02)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Waters John F Jr. 1821 30TH STREET, UNIT A BOULDER, CO 80301			Chief Technology Officer		
Signatures					
/s/ Laura Littman, as attorney-in-fact		06/13/2018			
**Signature of Reporting Person		Date			
Evelopetion of Dev					

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).
- Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company")(1) common stock. The reported number of restricted stock units assumes target level stock price performance. Upon vesting, the number of shares of common stock received by the reporting person will be determined based on the Company's historical stock price performance.
- (2) The number of restricted stock units acquired on January 5, 2018 and reported on Reporting Person's Form 4 on January 8, 2018 has changed from 4,659 to 2,330 due to a retroactive adjustment to Reporting Person's mix of compensation.
- (3) The restricted stock units vest in full on March 31, 2019.

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.