

Steinfott Matt  
Form 4  
July 05, 2018

**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 \*  
Steinfott Matt

(Last) (First) (Middle)

1821 30TH STREET, UNIT A

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Zayo Group Holdings, Inc. [ZAYO]

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

06/29/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	06/29/2018		M	4,159 A	11,694	D	
Common Stock	06/29/2018		M	1,931 A	13,625	D	
Common Stock	07/03/2018		S <sup>(3)</sup>	1,188 D	\$ 37.1 (4) 12,437	D	
Common Stock	07/05/2018		S <sup>(3)</sup>	542 D	\$ 37.77 (4) 11,895	D	

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.

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(9-02)

**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)	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. Pr Deriv Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	06/29/2018		M		4,159		(5)	(5)	Common Stock	4,159
Restricted Stock Units	(2)	06/29/2018		M		1,931		(6)	(6)	Common Stock	1,931

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steinfort Matt 1821 30TH STREET, UNIT A BOULDER, CO 80301			CFO	

## Signatures

/s/ Laura Littman, as  
attorney-in-fact

07/05/2018

\*\*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).

- (1) Each Part A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) Each Part B restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (3) 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.

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- (4) The shares were sold in one transaction at the price reported.
- (5) On May 22, 2017, the reporting person was granted Part A restricted stock units, which vested in full on June 29, 2018.
- (6) On July 6, 2017, the reporting person was granted Part B restricted stock units, which vested in full on June 29, 2018.

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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