

Mays Sandra
Form 3
August 30, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

^ Mays Sandra

(Last) (First) (Middle)

1821 30TH STREET,^ UNIT A

(Street)

BOULDER,^ CO^ 80301

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/30/2018

3. Issuer Name **and** Ticker or Trading Symbol
Zayo Group Holdings, Inc. [ZAYO]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

196,531

D ^

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Restricted Stock Unit	Â (1)	Â (1)	Common Stock	2,720	\$ (2)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	3,072	\$ (4)	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	5,299	\$ (2)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	2,919	\$ (4)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	8,058	\$ (2)	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	3,084	\$ (4)	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	2,923	\$ (4)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	8,867	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mays Sandra 1821 30TH STREET UNIT A BOULDER, CO 80301	Â	Â	Â CIO	Â

Signatures

/s/ Shira Cooks, as
attorney-in-fact

08/30/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units vest in full on September 30, 2018.

(2) Each Part A restricted stock unit converts into one share of Zayo Group Holdings, Inc. common stock.

(3) The restricted stock units vest in full on December 31, 2018

Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company") 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.

(5) The restricted stock units vest 50% on September 30, 2018 and 50% on December 31, 2018.

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- (6) The restricted stock units vest in full on March 31, 2019.
- (7) The restricted stock units vest in full on June 30, 2019.
- (8) The restricted stock units vest in full on September 30, 2019.

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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