

Zayo Group Holdings, Inc.
Form DEFA14A
September 23, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant ☐

Filed by a party other than the Registrant ☐

Check the appropriate box:

<input type="checkbox"/>	<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	<input checked="" type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	<input type="checkbox"/>	Soliciting Material Pursuant to §240.14a-12

ZAYO GROUP HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

R	No fee required.
£	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(2) Aggregate number of securities to which transaction applies:

(4) Proposed maximum aggregate value of transaction:

£ Fee paid previously with preliminary materials.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on November 2, 2015**

Meeting Information

**ZAYO GROUP
HOLDINGS,
INC.**

Meeting Type:

Annual Meeting

For holders as of:

September 11, 2015

Date: November 2, 2015 **Time:** 11:00 AM MST

Location:

Meeting live via the Internet-please visit www.virtualshareholdermeeting.com/zayo.

The company will be hosting the meeting live via the Internet. To attend the meeting via the Internet, please visit www.virtualshareholdermeeting.com/zayo and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

You are receiving this communication because you hold shares in the company named above.

ZAYO GROUP
HOLDINGS, INC.
1805 29TH
STREET, SUITE
2050
BOULDER, CO
80301

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

2015 Notice & Proxy Statement 2015 ANNUAL REPORT WITH FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* *: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before August 25, 2015 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/zayo. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote FOR all of the following nominees:

1.

Election of Directors

Nominees:

01) Daniel Caruso

02) Don Gips

03) Nina Richardson

The Board of Directors recommends you vote FOR the following proposals:

2.

Ratification of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending June 30, 2016.

3.

Approve, on an advisory basis, executive compensation as disclosed in the proxy statement.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4.

Advisory vote on the frequency of future advisory votes on executive compensation.

NOTE: And to consider such other business as may properly come before the meeting or any adjournment or postponement thereof.

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