

Zayo Group Holdings, Inc.
Form SC 13G/A
January 18, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)

ZAYO GROUP HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98919V105

(CUSIP Number)

December 31, 2018

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 98919V105

Schedule 13G

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1 NAMES OF REPORTING PERSONS

2 GTCR Fund X/A LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

2 GTCR Fund X/C LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

2 GTCR Co-Invest X LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

2 GTCR Investors (CII) LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

GTCR Partners X/A&C LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

GTCR Investment X LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON

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ITEM 1. (a) Name of Issuer:

Zayo Group Holdings, Inc. (the Issuer).

(b) Address of Issuer's Principal Executive Offices:

1805 29th Street, Suite 2050

Boulder, CO 80301

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

GTCR Fund X/A LP

GTCR Fund X/C LP

GTCR Co-Invest X LP

GTCR Investors (CII) LP

GTCR Partners X/A&C LP

GTCR Investment X LLC

(b) Address of Principal Business Office:

The business address of each of the Reporting Persons is c/o GTCR Golder Rauner II, LLC, 300 North LaSalle Street, Suite 5600, Chicago, IL 60654.

(c) Citizenship:

GTCR Fund X/A LP	Delaware
GTCR Fund X/C LP	Delaware
GTCR Co-Invest X LP	Delaware
GTCR Investors (CII) LP	Delaware
GTCR Partners X/A&C LP	Delaware
GTCR Investment X LLC	Delaware

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (Common Stock).

(e) CUSIP Number:

98919V105

CUSIP No. 98919V105

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ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of December 31, 2018, the Reporting Persons do not beneficially own any Common Stock.

(b) Percent of Class:

See Item 4(a) hereof.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

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ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 18, 2019

GTCR FUND X/A LP

By: GTCR Partners X/A&C LP, its general partner

By: GTCR Investment X LLC, its general partner

By: /s/ Jeffrey S. Wright

Name: Jeffrey S. Wright

Title: Principal and Associate General Counsel

GTCR FUND X/C LP

By: GTCR Partners X/A&C LP, its general partner

By: GTCR Investment X LLC, its general partner

By: /s/ Jeffrey S. Wright

Name: Jeffrey S. Wright

Title: Principal and Associate General Counsel

GTCR CO-INVEST X LP

By: GTCR Investment X LLC, its general partner

By: /s/ Jeffrey S. Wright

Name: Jeffrey S. Wright

Title: Principal and Associate General Counsel

GTCR INVESTORS (CII) LP

By: GTCR Partners X/A&C LP, its general partner

By: GTCR Investment X LLC, its general partner

By: /s/ Jeffrey S. Wright

Name: Jeffrey S. Wright
Title: Principal and Associate General
Counsel

GTCR PARTNERS X/A&C LP

By: GTCR Investment X LLC, its general
partner

By: /s/ Jeffrey S. Wright
Name: Jeffrey S. Wright
Title: Principal and Associate General
Counsel

GTCR INVESTMENT X LLC

By: /s/ Jeffrey S. Wright

Name: Jeffrey S. Wright

Title: Principal and Associate General
Counsel