SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-02

Sectio obligat	this box if no lo n 16. Form 4 or tions may contin ction 1(b).			STATE		d pursi	uant to	o Sectior	16(a) o	f the s	BENEF Securities Ex ent Company	change Ac	OWNER tt of 1934	SHIP			nber: I average I response:	
1. Name and Address of Reporting Person [*] Carlyle Group Management L.L.C.						2. Issuer Name and Ticker or Trading Symbol <u>ZoomInfo Technologies Inc.</u> [ZI]						(Check all applicable) Director		X 10% Owner		0% Owner		
(Last) (First) (Middle) C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W. SUITE 220 SOUTH				3. Date of Earliest Transaction (Month/Day/Year) 07/09/2021							Officer (give title Other (specify below) below)							
(Street) WASHINGTON DC 20004-2505				4. If Amendment, Date of Original Filed (Month/Day/Year))	 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 								
(City)	?)	State)	(Zip)	. Now	Davia	-	<u> </u>				Diamage		Deneficie					
1. Title of	Table I - Non-Der 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day)/Yet			ction	2A. De Execut ear) if any		ned	3. 4.		4. Securities Acquired Disposed Of (D) (Instr.		(A) or	5. Amount Securities Beneficially Owned Fol	5. Amount of Securities Beneficially Owned Following		ership Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and				
Class A (Common St	ock		07/09/	/2021	1			С		52,527	A	\$0.00	52,5	27		I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Class A (Class A Common Stock			07/09/2021					S ⁽⁴⁾		52,527	D	\$52.4128 ⁽	5) 0			I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Class A (Class A Common Stock 07/1			07/12	/2021				С		62,339	A	\$0.00	62,3	39		I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Class A Common Stock 07/12/2021				/2021			S ⁽⁴⁾		53,334	D	\$52.6463 ⁽	⁶⁾ 9,00)5		I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾		
Class A G	Class A Common Stock 07/12/2021							S ⁽⁴⁾		9,005	D	\$53.1547				I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾	
			Tab										Beneficial Securities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date Execut (Month/Day/Year) if any	if any	on Date, Trans		saction of e (Instr. De Au (A Di of		umber ivative urities uired or cosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y		ate	7. Title ar Securities Derivative (Instr. 3 a		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersl Form: Direct (E or Indire (I) (Instr.	Beneficial O) Ownership ect (Instr. 4)
													Amount or	1				
Class C Common Stock	Í				Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Number of Shares					
	(8)	07/09/2021			Code C	v	(A)	(D) 52,527				Title Class A Common Stock		\$0.00	50,60	07,268	I	See footnotes ⁽²⁾ (2)(3)
Class C Common Stock	(8)	07/09/2021 07/12/2021				v	(A)		Exercis		Date	Class A Common	Shares	\$0.00)7,268 14,929	I	(2)(3)
Common					С	v	(A)	52,527	Exercis (8)	1	(8)	Class A Common Stock Class A Common	Shares 52,527	\$0.00	50,54			(2)(3) See footnotes ⁽²⁾ (2)(3)
Common Stock LLC Units of ZoomInfo Holdings LLC 1. Name at	(8) (9) nd Address of				С		(A)	52,527	(8) (8)	1	(8) (8)	Class A Common Stock Class A Common Stock	Shares 52,527 62,339	\$0.00	50,54	14,929	I	(2)(3) See footnotes ⁽¹⁾ (2)(3) See footnotes ⁽¹⁾
Common Stock LLC Units of ZoomInfo Holdings LLC 1. Name at Carlyle (Last) C/O TH	(8) (9) Ind Address of Coroup M E CARLYL	07/12/2021	<u></u>	(Middle) SOUTH	С			52,527	(8) (8)	1	(8) (8)	Class A Common Stock Class A Common Stock	Shares 52,527 62,339	\$0.00	50,54	14,929	I	See footnotes ⁽²⁾ See footnotes ⁽²⁾
Common Stock LLC Units of ZoomInfo Holdings LLC 1. Name at Carlyle (Last) C/O TH	(8) (9) Ind Address of Coroup M E CARLYL YLVANIA /	07/12/2021 FREPORTING PERSON [®] Anagement I (First) E GROUP 1001	<u>L.C.</u> ГЕ 220	. ,	С		(A) (A)	52,527	(8) (8)	1	(8) (8)	Class A Common Stock Class A Common Stock	Shares 52,527 62,339	\$0.00	50,54	14,929	I	(2)(3) See footnotes ⁽¹⁾ (2)(3) See footnotes ⁽¹⁾
Common Stock LLC Units of ZoomInfo Holdings LLC 1. Name at Carlyle (Last) C/O THI PENNS (Street)	(8) (9) Ind Address of Coroup M E CARLYL YLVANIA /	07/12/2021 Reporting Person [*] <u>fanagement I</u> (First) E GROUP 1001 AVE., N.W. SUI [*]	<u>L.C.</u> ГЕ 220	SOUTH	С		(A)	52,527	(8) (8)	1	(8) (8)	Class A Common Stock Class A Common Stock	Shares 52,527 62,339	\$0.00	50,54	14,929	I	(2)(3) See footnotes ⁽¹⁾ (2)(3) See footnotes ⁽¹⁾

(Last) (First) (Middle) C/O THE CARLYLE GROUP, 1001

PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH

(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person [*] Carlyle Holdings I GP Inc.							
(Last) (First) (Middle) C/O THE CARLYLE GROUP, 1001							
PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person [*] Carlyle Holdings I GP Sub L.L.C.							
(Last) (First) (Middle)							
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person [*] Carlyle Holdings I L.P.							
(Last) (First) (Middle)							
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person [*] CG Subsidiary Holdings L.L.C.							
(Last) (First) (Middle)							
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person* <u>TC Group, LLC</u>							
(Last) (First) (Middle)							
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							
1. Name and Address of Reporting Person* <u>TC Group Sub L.P.</u>							
(Last) (First) (Middle)							
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W. SUITE 220 SOUTH							
(Street) WASHINGTON DC 20004-2505							
(City) (State) (Zip)							

1. Name and Address of <u>Carlyle Holding</u>	1 0	
(Last)	(First)	(Middle)
C/O THE CARLYI	E GROUP, 1001	
PENNSYLVANIA	AVE., N.W., SUITE 22	20 SOUTH
(Street)		
WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)
1. Name and Address of <u>Carlyle Holding</u>	1 0	
(Last)	(First)	(Middle)
C/O THE CARLYI	E GROUP, 1001	
PENNSYLVANIA	AVE., N.W., SUITE 22	20 SOUTH
(Street)		
WASHINGTON	DC	20004-2505
(City)	(State)	(Zip)

Explanation of Responses:

1. Following the transactions reported herein, includes (i) 37,493,725 LLC Units of ZoomInfo Holdings LLC ("OpCo Units") and shares of Class B Common Stock held by Carlyle Partners VI Evergreen Holdings, L.P. ("Carlyle Evergreen"), (ii) 37,702,342 shares of Class C Common Stock held of record by CP VI Evergreen Holdings, L.P. ("CP VI Evergreen") and (iii) 12,842,587 shares of Class C Common Stock held of record by Carlyle Partners VI Dash Holdings, L.P. ("Carlyle VI Dash").

2. Carlyle Fainle's vi Dash Holdings, L.F. (Carlyle Vi Dash). 2. Carlyle Group Management L.L.C. holds an irrevocable proxy to vote a majority of the shares of The Carlyle Group Inc., which is a publicly traded entity listed on Nasdaq. The Carlyle Group Inc. is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities held of record by Carlyle Evergreen and CP VI Evergreen, is the managing member of CG Subsidiary Holdings L.L.C., which is the general partner of TC Group, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of Carlyle Evergreen and CP VI Evergreen.

3. Cont'd. The Carlyle Group Inc. is also the sole member of Carlyle Holdings II GP L.L.C., which is the managing member of Carlyle Holdings II L.L.C., which, with respect to the securities held of record by Carlyle VI Dash, is the managing member of CG Subsidiary Holdings L.L.C., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of TC Group VI, L.P., which is the general partner of Carlyle VI Dash.

4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.74. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.995. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.68. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote. 8. The Class C Common Stock may be converted into shares of the Issuer's Class A Common Stock on a one-to-one basis at the discretion of the holder and has no expiration date.

9. The OpCo Units and an equal number of shares of Class B Common Stock together are exchangeable for shares of Class A Common Stock on a one-for-one basis at the discretion of the holder, subject to certain exceptions, conditions and adjustments, and have no expiration date.

Remarks:

Due to the limitations of the electronic filing system, each of TC Group VI S1, L.L.C., TC Group VI S1, L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings, L.P., TC Group VI, L.L.C., TC Group VI, L.P., Carlyle Partners VI Evergreen Holdings, L.P., CP VI Evergreen Holdings, L.P. and Carlyle Partners VI Dash Holdings, L.P. are filing a separate Form 4.

Carlyle Group Management L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer	<u>07/13/2021</u>
The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director and Chief Financial Officer	<u>07/13/2021</u>
Carlyle Holdings I GP Inc., By: /s/ Anne Frederick, Attorney-in- fact for Curtis L. Buser, Managing Director and Chief Financial Officer	<u>07/13/2021</u>
Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director and Chief Financial Officer	<u>07/13/2021</u>
Carlyle Holdings I L.P., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director	<u>07/13/2021</u>
<u>CG Subsidiary Holdings L.L.C.,</u> <u>By: /s/ Anne Frederick,</u> <u>Attorney-in-fact for Curtis L.</u> <u>Buser, Managing Director</u>	<u>07/13/2021</u>
<u>TC Group, L.L.C., By: /s/ Anne</u> <u>Frederick, Attorney-in-fact for</u> <u>Curtis L. Buser, Managing</u> <u>Director</u>	<u>07/13/2021</u>
<u>TC Group Sub L.P., By: TC</u> <u>Group, L.L.C., its general</u> <u>partner, By: /s/ Anne Frederick</u> ,	<u>07/13/2021</u>

Attorney-in-fact for Curtis L. Buser, Managing Director Carlyle Holdings II GP L.L.C., By: The Carlyle Group Inc., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for 07/13/2021 Curtis L. Buser, Managing Director and Chief Financial **Officer** Carlyle Holdings II L.L.C., By: /s/ Anne Frederick, Attorney-in-07/13/2021 fact for Curtis L. Buser, Managing Director ** Signature of Reporting Person Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.