SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	ROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	_	IT OF CHANGES IN BENEFICIAL OWN pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	-	OMB Number: Estimated aver hours per respo	8
1. Name and Address of Reporting Perso Carlyle Group Inc.	on*	2. Issuer Name and Ticker or Trading Symbol ZoomInfo Technologies Inc. [ZI]	5. Relationship of R (Check all applicab Director Officer (giv	le) X	n(s) to Issuer 10% Owner Other (specify
(Last) (First) C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NV	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022	below)	ve uue	below)
(Street) WASHINGTON DC (City) (State)	20004-2505 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		t/Group Filing (by One Report by More than C	ing 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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	08/09/2022		S ⁽¹⁾		36,446	D	\$45.8104 ⁽²⁾	41,043,116	Ι	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	08/09/2022		S ⁽¹⁾		135,346	D	\$46.3102 ⁽⁵⁾	40,907,770	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	08/09/2022		S ⁽¹⁾		10,146	D	\$47.2869 ⁽⁶⁾	40,897,624	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	08/10/2022		S ⁽¹⁾		18,250	D	\$48.7007(7)	40,879,374	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	08/10/2022		S ⁽¹⁾		143,007	D	\$49.6167 ⁽⁸⁾	40,736,367	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	08/10/2022		S ⁽¹⁾		4,899	D	\$50.1435 ⁽⁹⁾	40,731,468	I	See footnotes ⁽³⁾⁽⁴⁾

	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. Transa Code (8)				tion of str. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date (Month/Day/Year)		Expiration Date		Amount of		mount of ecurities Security nderlying (Instr. 5) erivative ecurity (Instr.		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares												
1. Name and Address of Reporting Person [*] Carlyle Group Inc.											·												
	(Last) (First) (Middle) C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S																						
(Street) WASHII	NGTON	DC	20004-2505		-																		
(City)		(State)	(Zip)		_																		
1. Name a	1. Name and Address of Reporting Person*																						

(Last) (First)	(Middle)
Carlyle Holdings I GP Inc	<u>.</u>
1. Name and Address of Reporting Pe	rson

(Lasi)	(Filst)	(1)
C/O THE C	ARLYLE GROUP	

1001 PENNSYLVANIA AVE. NW, SUITE 220S							
(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 CARLY	LE GROUP						
1001 PENNSYLV	ANIA AVE. NW, SU	JITE 220S					
(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 CARLY							
1001 PENNSYLVANIA AVE. NW, SUITE 220S							
(Street)							
WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					

Explanation of Responses:

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

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.38 to \$45.995. 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.

3. Following the transactions reported herein, includes (i) 20,309,230 shares of Class A Common Stock held of record by Carlyle Partners VI Evergreen Holdings, L.P. ("Carlyle Evergreen") and (ii) 20,422,238 shares of Class A Common Stock held of record by CP VI Evergreen Holdings, L.P. ("CP VI Evergreen").

4. The Carlyle Group Inc., which is a publicly traded entity listed on the Nasdaq, 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 managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.P., which is the general partner of Carlyle Evergreen and CP VI Evergreen.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.98. 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 \$47.00 to \$47.72. 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 \$48.19 to \$48.995. 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.00 to \$49.995. 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.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.31. 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.

Remarks:

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

The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-08/11/2022 in-fact for Curtis L. Buser, **Chief Financial Officer** Carlyle Holdings I GP Inc., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. 08/11/2022 Buser, Managing Director and **Chief Financial Officer** Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its sole member, By: <u>/s/ Anne Frederick, Attorney-</u>08/11/2022 in-fact for Curtis L. Buser, Managing Director and Chief **Financial Officer** Carlyle Holdings I L.P., By: /s/ Anne Frederick, Attorney-08/11/2022 in-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.

 \star 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.