(Last)

WASHINGTON

(First)

DC

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

C/O THE CARLYLE GROUP, 1001

(Middle)

20004-2505

## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
vvasimigton,	D.O.	20040

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

	ions may contii tion 1(b).	nue. See			File						Securities Ex					<u>L</u> h	ours per	response:	0.5	
		Reporting Person*	nt Holo	<u>lings, I</u>	- 1	2. Issu	er Na	ame <b>and</b>	Ticker c	or Trac	ent Company ding Symbol s Inc. [ ZI		40		Relationship neck all appl Direc	icable)	rting Pe	, ,	o Issuer 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) 07/07/2021							Officer (give title Other (specify below)								
(Street) WASHIN	NGTON I	OC .	20004	1-2505		4. If Amendment, Date of Original Filed (Month/Day/Year)						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)																	
			Table						·	uired	l, Dispose			iall						
L. Title of Security (Instr. 3)			2. Transa Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year		n Date,	3. Transaction Code (Instr 8)		4. Securities Disposed O	s Acquired (A) or of (D) (Instr. 3, 4 and 5)		5. Amount Securities Beneficiall Owned Fol Reported Transactio		owing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		1		07/07	(0.004					ľ		(D)			(Instr. 3 and	-			See	_
Class A C	Common St	ock		07/07/	2021	-			С		26,226	A	\$0.00		26,22	.6	]		footnotes <sup>(1)(2)(2</sup>	(3)
Class A C	Common St	ock		07/07/	/2021				S <sup>(4)</sup>		26,226	D	\$52.3712	(5)	0		j		See footnotes <sup>(1)(2)(2</sup>	(3)
Class A C	Common St	ock		07/08/	/2021				С		12,842	A	\$0.00		12,84	12	]		See footnotes <sup>(1)(2)(2)</sup>	(3)
Class A C	Common St	ock		07/08/	/2021			S <sup>(4)</sup>		12,842	D	\$52.0879	<b>)</b> (6)	0		I See footnotes(1)(		See footnotes <sup>(1)(2)(2</sup>	(3)	
			Tab								Disposed ons, conv				Owned					
L. Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/	med	4. Transa Code ( 8)	ction	5. N of Deri Sec Acq (A) Disp of (I	lumber ivative urities juired		Exerc	cisable and	7. Title an	d Amount of Underlying Security	_	8. Price of Derivative Security (Instr. 5)	9. Numb derivation Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ve es ially ng ed etion(s)	10. Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	f
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares							
Class C Common Stock	(7)	07/07/2021			С			26,226	(7)	)	(7)	Class A Common Stock	26,226		\$0.00	50,672	2,637	I	See footnotes	s <sup>(1)</sup>
Class C Common Stock	(7)	07/08/2021			С			12,842	(7)	)	(7)	Class A Common Stock	12,842		\$0.00	50,659	9,795	I	See footnotes (2)(3)	s <sup>(1)</sup>
LLC Units of ZoomInfo Holdings LLC	(8)								(8)	)	(8)	Class A Common Stock	37,493,77	25		37,493	3,725	I	See footnotes (2)(3)	s <sup>(1)</sup>
		Reporting Person*	nt Holo	<u>lings, I</u>	<u>P.</u>															
		(First) E GROUP, 1001 AVE., N.W., SUI		(Middle)																
(Street)	NGTON	DC		20004-25	505															
(City)		(State)		(Zip)																
		Reporting Person*		lings S	ub L.	<u>P.</u>														

(City)	(State)	(Zip)					
1. Name and Address o							
(Last) C/O THE CARLYL	(First) .E GROUP 1001	(Middle)					
PENNSYLVANIA	AVE., N.W., SUITE	220 SOUTH					
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
Name and Address of Reporting Person*     TC Group VI S1, L.P.							
(Last)	(First)	(Middle)					
C/O THE CARLYL PENNSYLVANIA	E GROUP 1001 AVE., N.W., SUITE I	220 SOUTH					
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
1. Name and Address o							
(Last)	(First)	(Middle)					
C/O THE CARLYL PENNSYLVANIA	E GROUP 1001 AVE., N.W., SUITE	220 SOUTH					
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
1. Name and Address o							
(Last)	(First)	(Middle)					
C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH							
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
Name and Address o     Carlyle Partners	f Reporting Person*  S VI Evergreen He	oldings, L.P.					
(Last)	(First)	(Middle)					
C/O THE CARLYL PENNSYLVANIA	E GROUP 1001 AVE., N.W., SUITE I	220 SOUTH					
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
1. Name and Address o	f Reporting Person*	· · · ·					
	n Holdings, L.P.	(Middle)					
(Last) C/O THE CARLYL PENNSYLVANIA	(First) LE GROUP 1001 AVE., N.W., SUITE 2	(Middle) 220 SOUTH					
(Street) WASHINGTON	DC 20004-2505						
, a	(State)	(Zip)					
(City)	(=11110)						

(Last)	(First)	(Middle)					
C/O THE CARLY	ΓHE CARLYLE GROUP 1001						
PENNSYLVANIA AVE., N.W., SUITE 220 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) 12,957,453 shares of Class C Common Stock held of record by Carlyle Partners VI Dash Holdings, L.P. ("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 TC Group Sub L.P., which is the managing member 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 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 \$52.99. 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 \$52.28. 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 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.
- 8. 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 Carlyle Group Management L.L.C., The Carlyle Group Inc., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., CG Subsidiary Holdings L.L.C., TC Group, L.L.C., TC Group, Sub L.P., Carlyle Holdings II GP L.L.C and Carlyle Holdings II L.L.C. are filing a separate Form 4.

TC Group Cayman Investment Holdings, L.P., By: CG Subsidiary Holdings L.L.C., its general partner, By: /s/ Anne 07/09/2021 Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director TC Group Cayman Investment Holdings Sub L.P., By: TC **Group Cayman Investment** Holdings, L.P., its general partner, By: CG Subsidiary 07/09/2021 Holdings L.L.C., its general partner, By: /s/ Anne Frederick. Attorney-in-fact for Curtis L. Buser, Managing Director TC Group VI S1, L.L.C., By: /s/ Jeremy W. Anderson, Authorized 07/09/2021 Person TC Group VI S1, L.P., By: /s/ Jeremy W. Anderson, Authorized 07/09/2021 TC Group VI, L.L.C., By: /s/ Jeremy W. Anderson, Authorized 07/09/2021 TC Group VI, L.P., By: /s/ Jeremy W. Anderson, Authorized 07/09/2021 Person Carlyle Partners VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its general partner, By: 07/09/2021 /s/ Jeremy W. Anderson, Authorized Person CP VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its 07/09/2021 general partner, By: /s/ Jeremy W. Anderson, Authorized Person Carlyle Partners VI Dash Holdings, L.P., By: TC Group VI, L.P., its general partner, By: 07/09/2021 /s/ Jeremy W. Anderson, **Authorized Person** \*\* Signature of Reporting Person Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).