# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(First)

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

C/O THE CARLYLE GROUP, 1001

(Street)

(Middle)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	JUOIT I(D).										ent Company							
		Reporting Person*		<u>lings, I</u>	<u>P.</u>						ling Symbol S Inc. [ ZI	]		5. Relationship (Check all app Direc	icable) tor		X 100	% Owner
	E CARLYL	First) E GROUP, 1001 AVE., N.W., SUI					ate of 120/202		ransacti	on (Mo	onth/Day/Yea	r)		Offici belov	er (give t v)	itle		ner (specify ow)
(Street) WASHII	NGTON I	OC .	20004	I-2505		4. If <i>i</i>	Ameno	dment, Da	ite of Or	riginal	Filed (Month/	/Day/Year)		Form	i filed by	One Re	porting Pe	Applicable Line) rson porting Person
(City)	(	State)	(Zip)															
			Table	l - Non-	Deriv	ativ	e Se	curities	Acqu	uired	l, Dispose	d of, or	Beneficia	lly Owned				
1. Title of	Security (Ins	tr. 3)		2. Transa Date (Month/E		r) Ex	any	ned n Date, Day/Year)	3. Transa Code (1 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Foll	,	6. Own Form: I (D) or I (I) (Inst	Direct I ndirect (	'. Nature of ndirect Beneficial Ownership (Instr. I)
									Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and	n(s) i 4)			
Class A (	Common St	ock		07/20	/2021				С		123,438	A	\$0.00	123,4	38			See ootnotes <sup>(1)(2)(3)</sup>
Class A (	Common St	ock		07/20	/2021				S <sup>(4)</sup>		123,438	D	\$52.3483 <sup>(5</sup>	5) 0				See ootnotes <sup>(1)(2)(3)</sup>
Class A (	Common St	ock		07/21	/2021				С		99,275	A	\$0.00	99,2	75			See ootnotes <sup>(1)(2)(3)</sup>
Class A (	Common St	ock		07/21	/2021				S <sup>(4)</sup>		98,875	D	\$52.4223(	6) 400	)			ootnotes <sup>(1)(2)(3)</sup>
Class A (	Common St	ock		07/21	/2021				S <sup>(4)</sup>		400	D	\$53.0213 <sup>(1</sup>	7) 0				ootnotes <sup>(1)(2)(3)</sup>
			Tab										Beneficiall securities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution if any (Month/I	ned on Date, Day/Year)	4. Transa Code 8)		Deri Sec Acq or D of (I	umber of ivative urities juired (A) Disposed D) (Instr. and 5)	6. Date Expira (Monti	tion D		Securities	nd Amount of s Underlying e Security nd 4)	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Follow Report	ive ties cially ing ed	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares		Transa (Instr. 4	ction(s) 1)		
Class C Common Stock	(8)	07/20/2021			С			123,438	3)	3)	(8)	Class A Common Stock	123,438	\$0.00	50,24	15,059	I	See footnotes <sup>(1)</sup> (2)(3)
Class C Common Stock	(8)	07/21/2021			С			99,275	3)	3)	(8)	Class A Common Stock	99,275	\$0.00	50,14	15,784	I	See footnotes <sup>(1)</sup> (2)(3)
LLC Units of ZoomInfo Holdings LLC	(9)								(9	9)	(9)	Class A Common Stock	37,493,72	5	37,49	3,725	I	See footnotes <sup>(1)</sup> (2)(3)
		Reporting Person*		<u>lings, I</u>	<u>P.</u>													
(Last)		(First)		(Middle)			-											
C/O THI		E GROUP, 1001 AVE., N.W., SUI	L		[													
(Street) WASHII		DC		20004-2			-											
(City)		(State)		(Zip)														
		Reporting Person <sup>*</sup>		<u>lings S</u>	ub L.	<u>.Р.</u>												

WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address o									
(Last) C/O THE CARLYL	(First) .E GROUP 1001 AVE., N.W., SUITE 2	(Middle)							
PENNS I LVANIA	AVE., N.W., 5011E 2	220 300 1H							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address o									
(Last)	(First)	(Middle)							
C/O THE CARLYL	E GROUP 1001 AVE., N.W., SUITE 2	220 SOUTH							
	r ப., 14. vv., JUIIE 2								
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*  TC Group VI, L.L.C.									
(Last)	(First)	(Middle)							
C/O THE CARLYL PENNSYLVANIA	E GROUP 1001 AVE., N.W., SUITE 2	220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
	DC								
(City)	(State)	(Zip)							
	(State)  f Reporting Person*								
(City)  1. Name and Address o  TC Group VI, L  (Last)	(State)  f Reporting Person*P.  (First)								
(City)  1. Name and Address o  TC Group VI, L  (Last)  C/O THE CARLYL	(State)  f Reporting Person*P.  (First)	(Zip)							
(City)  1. Name and Address o  TC Group VI, L  (Last)  C/O THE CARLYL	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2	(Zip)							
(City)  1. Name and Address o  TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2	(Zip) (Middle) 220 SOUTH							
(City)  1. Name and Address o  TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address o	(State)  f Reporting Person*P.  (First)E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)	(Zip)  (Middle)  220 SOUTH  20004-2505  (Zip)							
(City)  1. Name and Address o  TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address o	(State)  f Reporting Person*P.  (First)E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)	(Zip)  (Middle)  220 SOUTH  20004-2505  (Zip)							
(City)  1. Name and Address of TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho (First)	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)							
(City)  1. Name and Address of TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First)E GROUP 1001 AVE., N.W., SUITE 2	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)							
(City)  1. Name and Address of TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First)E GROUP 1001 AVE., N.W., SUITE 2	(Zip)  (Middle)  220 SOUTH  20004-2505  (Zip)  Dldings, L.P.  (Middle)  220 SOUTH							
(City)  1. Name and Address of TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Control (City)  1. Name and Address of Control (City)  1. Name and Address of Control (City)	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)	(Zip)  (Middle)  220 SOUTH  20004-2505  (Zip)  Dldings, L.P.  (Middle)  220 SOUTH  20004-2505							
(City)  1. Name and Address of TC Group VI, L  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL  PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Control (City)  1. Name and Address of Control (City)  1. Name and Address of Control (City)	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen HoVI Evergreen	(Zip)  (Middle)  220 SOUTH  20004-2505  (Zip)  Dldings, L.P.  (Middle)  220 SOUTH  20004-2505							
(City)  1. Name and Address of TC Group VI, I.  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of CP VI Evergree (Last)  C/O THE CARLYL CONTROL CO	(State)  f Reporting Person*P.  (First)E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First)E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person* n Holdings, L.P.  (First)E GROUP 1001	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)  220 SOUTH  20004-2505 (Zip)							
(City)  1. Name and Address of TC Group VI, I.  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of CP VI Evergree (Last)  C/O THE CARLYL CONTROL CO	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person* n Holdings, L.P.  (First)	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)  220 SOUTH  20004-2505 (Zip)							
(City)  1. Name and Address of TC Group VI, I.  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of CP VI Evergree (Last)  C/O THE CARLYL CONTROL CO	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person* n Holdings, L.P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)  220 SOUTH  20004-2505 (Zip)							
(City)  1. Name and Address of TC Group VI, I.  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  1. Name and Address of Carlyle Partners  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)  WASHINGTON  (City)  1. Name and Address of CP VI Evergree  (Last)  C/O THE CARLYL PENNSYLVANIA  (Street)	(State)  f Reporting Person*P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person*VI Evergreen Ho  (First) .E GROUP 1001 AVE., N.W., SUITE 2  DC  (State)  f Reporting Person* n Holdings, L.P.  (First) .E GROUP 1001 AVE., N.W., SUITE 2	(Zip)  (Middle)  220 SOUTH  20004-2505 (Zip)  Dldings, L.P. (Middle)  220 SOUTH  20004-2505 (Zip)  (Middle)							

Carlyle Partners VI Dash Holdings, 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)					

### **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) 12,443,442 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 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 managing member of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.P., which is the general
- 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.L.C., 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 \$52.62. 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 \$52.99. 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.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.01 to \$53.025. 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.

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 07/22/2021 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 07/22/2021 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 07/22/2021 TC Group VI S1, L.P., By: /s/ Jeremy W. Anderson, Authorized 07/22/2021 Person TC Group VI, L.L.C., By: /s/ Jeremy W. Anderson, Authorized 07/22/2021 Person TC Group VI, L.P., By: /s/ Jeremy W. Anderson, Authorized 07/22/2021 <u>Person</u> Carlyle Partners VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its general partner, By: 07/22/2021 /s/ Jeremy W. Anderson, Authorized Person CP VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its 07/22/2021 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: 07/22/2021

Date

/s/ Jeremy W. Anderson, **Authorized Person** \*\* Signature of Reporting Person

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.

<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).