SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person[*] **Dhruv Mitesh** (Last)　　　(First)　　　(Middle) C/O ZOOMINFO TECHNOLOGIES INC., 805 BROADWAY STREET, SUITE 900 (Street) VANCOUVER　　WA　　　98660 (City)　　　(State)　　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol ZoomInfo Technologies Inc. [ZI] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X　Director　　　　10% Owner 　　Officer (give title below)　　Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　　Form filed by More than One Reporting 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Stock	02/25/2021		M[(1)]		4,284	A	[(1)]	4,284	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Restricted Stock Units	[(2)]	02/25/2021		M[(1)]			4,284	[(3)]	[(3)]	Class A Common Stock	4,284	$0	8,570	D	

Explanation of Responses:

1. Reflects restricted stock units that upon vesting settled into shares of Class A common stock ("Class A Common Stock") of ZoomInfo Technologies Inc. (the "Issuer") on a one-for-one basis.

2. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock. The restricted stock units will be settled into either Class A Common Stock or cash (or a combination thereof) at the discretion of the Issuer.

3. The Reporting Person received original grants totaling 12,854 restricted stock units of which one-third vested on February 25, 2021, and the remaining two-thirds are scheduled to vest in two equal installments on February 25, 2022 and February 25, 2023.

Remarks:

/s/ Anthony Stark, as Attorney-in-Fact　　02/26/2021

** Signature of Reporting Person　　　　Date

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

* 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.