LLC Units of ZoomInfo Holdings LLC

(6)

07/28/2021

С

1,663

(6)

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

See footnotes<sup>(4)</sup> (8)(9)

I<sup>(4)(8)(9)</sup>

hours per response:

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

# 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

1. Name and Address of Reporting Person <sup>*</sup> Winn David Randall						2. Issuer Name <b>and</b> Ticker or Trading Symbol ZoomInfo Technologies Inc. [ ZI ]							5((	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) 7900 GLADES ROAD SUITE 540						3. Date of Earliest Transaction (Month/Day/Year) 07/28/2021								belo	w)		b	pelow)	
(Street) BOCA RATON FL 33434						4. If Amendment, Date of Original Filed (Month/Day/Year)							6	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person</li> <li>X Form filed by More than One Reporting Person</li> </ul>					
(City)	(S																		
		T	able I	- Non-D	eriva	tive S	Secu	rities	Acqui	red,	Dispose	d of, or	Beneficia	ly Owned	ł				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Yes		ear) if any		ied 1 Date, ay/Year)	3. Transaction Code (Instr. 8)		4. Securities Acqu Disposed Of (D) (I		Acquired (A) or (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		nership Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an	n(s) d 4)				
Class A Common Stock				07/28/	/2021				С		3,001	A	(6)	3,00	)1	I	(1)	See footnote <sup>(1)</sup>	
Class A C	07/28/				С		7,255	A	(6)	7,25	55	<b>I</b> <sup>(2)</sup>	)(4)(9)	See footnotes <sup>(2)(4)(9)</sup>					
Class A Common Stock				07/28/	1		С		1,663	A	(6)	999,172		(4)(0)(9)		See footnotes <sup>(4)(8)(9)</sup>			
Class A Common Stock				07/28/				С		238	A	(7)	23	3	I <sup>(3)</sup>	)(4)(9)	See footnotes <sup>(3)(4)(9)</sup>		
Class A Common Stock 0					07/28/2021			1			3,001	D	\$55.0022	0		I <sup>(1)</sup> Se		See footnote <sup>(1)</sup>	
Class A Common Stock					07/28/2021		1		s		7,255	D	\$55.0022	0	0		)(4)(9)	See footnotes <sup>(2)(4)(9)</sup>	
Class A Common Stock				07/28/2021		1		s		1,663	D	\$55.0022	997,509		I <sup>(4)</sup>	)(8)(9)	See footnotes <sup>(4)(8)(9)</sup>		
Class A Common Stock 07/28/2					/2021	21			S		238	D	\$55.0022	0	0 I <sup>(3)(4)(9)</sup>		)(4)(9)	See footnotes <sup>(3)(4)(9)</sup>	
			Table										eneficially ecurities)	/ Owned					
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execu Security or Exercise (Month/Day/Year) if any		if any	emed 4. ion Date, Trans		saction e (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerci Expiration Dat (Month/Day/Ye		te Securities U		Sunderlying Security	8. Price of Derivative Security (Instr. 5)			10. Owners Form: Direct (I or Indire (I) (Instr	D) Ownership ect (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares						
Class C Common Stock	(5)								(5)		(5)	Class A Common Stock	334,859		334,	,859	I <sup>(3)(4)(1</sup>	9) See footnotes <sup>(3)</sup> (4)(9)	
Class C Common Stock	(5)								(5)		(5)	Class A Common Stock	2,308,179		2,308	8,179	I <sup>(2)(4)(1</sup>	9) See footnotes <sup>(2)</sup> (4)(9)	
LLC Units of ZoomInfo Holdings LLC	(6)								(6)		(6)	Class A Common Stock	1,258,117		1,258	8,117	D		
LLC Units of ZoomInfo Holdings LLC	(6)	07/28/2021			с			3,001	(6)		(6)	Class A Common Stock	3,001	\$0	3,929	9,630	I(1)	See footnote <sup>(1)</sup>	
LLC Units of ZoomInfo Holdings LLC	(6)	07/28/2021			с			7,255	(6)		(6)	Class A Common Stock	7,255	\$0	10,23	5,687	I <sup>(2)(4)(5</sup>	9) See footnotes <sup>(2)</sup> (4)(9)	

Class A Common Stock

1,663

\$<mark>0</mark>

1,878,369

(6)

			Table II - Der (e.g	J., put	ts, ca	lls, v	warra	ints, optio	nsposed ns, conve	ertible se	enericially ecurities)	Owned			
Security or E (Instr. 3) Pric Deri	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)	action (Instr.	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				
LLC Units of ZoomInfo Intermediate Holdings LLC	(7)	07/28/2021		С			238	(7)	(7)	Class A Common Stock	238	\$0	76,574	I(3)(4)(9)	See footnotes <sup>(3</sup> (4)(9)
	d Address of F avid Rand	Reporting Person <sup>*</sup>	•								*	•	*	*	*
(Last) 7900 GLA SUITE 54	ADES ROA	(First) D	(Middle)												
(Street) BOCA RA	ATON	FL	33434												
(City)		(State)	(Zip)												
	d Address of F Capital Ll	Reporting Person <sup>*</sup>													
(Last) 7900 GLA SUITE 54	ADES ROA	(First) D	(Middle)												
(Street) BOCA RA	ATON	FL	33434												
(City)		(State)	(Zip)												
	d Address of F Discover(	Reporting Person <sup>*</sup> Drg LLC													
(Last) 7900 GLA SUITE 54	ADES ROA	(First) D	(Middle)												
(Street) BOCA RA	ATON	FL	33434												

### Explanation of Responses:

(Citv)

1. These shares are held directly by FiveW DiscoverOrg, LLC, whose managing member is FiveW Capital LLC. D. Randall Winn is the managing member of FiveW Capital LLC and, in such capacity, may be deemed to indirectly control FiveW DiscoverOrg, LLC. However, Mr. Winn has irrevocably waived all of his power to make voting and investment decisions with respect to the shares held by FiveW DiscoverOrg, LLC and authorized Eric J. Edell to exercise voting and investment power over the shares held directly by FiveW DiscoverOrg, LLC. Each of FiveW DiscoverOrg, LLC, FiveW Capital LLC, Mr. Winn and Mr. Edell disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

2. These shares are held directly following this offering by 22C Magellan Holdings LLC, whose two principal members are 22C DiscoverOrg Investors, LLC and 22C Capital I, L.P. 22C DiscoverOrg MM, LLC is the managing member of 22C DiscoverOrg Investors, LLC. 22C DiscoverOrg Advisors, LLC is the managing member of 22C DiscoverOrg MM, LLC.

3. These shares are held directly by 22C Capital I-A, L.P.

(State)

4. 22C Capital GP I, L.L.C. is the general partner of 22C Capital I, L.P. and of 22C Capital I-A, L.P. 22C Capital GP I MM LLC is the managing member of 22C Capital GP I, L.L.C. Eric J. Edell and D. Randall Winn are co-managing members of 22C DiscoverOrg Advisors, LLC and co-members of 22C Capital GP I MM LLC and, in such capacities, may be deemed to indirectly control each of 22C Magellan Holdings LLC and 22C Capital I-A, L.P. However, Mr. Winn has irrevocably waived all of his power to make voting and investment decisions with respect to the shares held by each of 22C Magellan Holdings LLC, 22C DiscoverOrg MM, LLC and by 22C Capital I-A, L.P., and authorized Mr. Edell to exercise voting and investment power over the shares held directly by each of 22C Magellan Holdings LLC, 22C DiscoverOrg MM, LLC and by 22C Capital I-A, L.P.

5. Shares of the Issuer's Class C common stock ("Class C Common Stock") have ten votes per share and are convertible into shares of the Issuer's Class A common stock ("Class A Common Stock") on a one-for-one basis at the discretion of the holder. These conversion rights do not expire. In addition, each share of Class C Common Stock will convert automatically into one share of Class A Common Stock pursuant to the terms of the Issuer's Amended and Restated Certificate of Incorporation (the "Charter"), including upon any transfer, whether or not for value, except for certain affiliate transfers described in the Charter.

6. Pursuant to the terms of the limited liability company agreement for ZoomInfo Holdings LLC ("OpCo"), limited liability company units of OpCo ("OpCo Units") and an equal number of shares of the Issuer's Class B common stock ("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 exchange rate adjustments for stock splits, stock dividends, and reclassifications. These exchange rights do not expire. Shares of Class B Common Stock have no economic value and have 10 votes per share.

7. Pursuant to the terms of the limited liability company agreement for ZoomInfo Intermediate Holdings LLC ("HoldCo"), limited liability company units of HoldCo ("HoldCo 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 exchange rate adjustments for stock splits, stock dividends, and reclassifications. These exchange rights do not expire.

8. These shares are held directly by 22C DiscoverOrg MM, LLC. 22C DiscoverOrg Advisors, LLC is the managing member of 22C DiscoverOrg MM, LLC.

9. Each of the 22C Capital reporting persons, Mr. Edell and Mr. Winn disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the shares for purposes of Section 16 of the Exchange Act, or for any other purpose.

#### Remarks:

This Form 4 is being filed in conjunction with the Form 4 filed simultaneously by: 22C Magellan Holdings LLC, 22C Capital I-A, L.P., 22C DiscoverOrg Investors, LLC, 22C DiscoverOrg MM, LLC, 22C DiscoverOrg Advisors, LLC, 22C Capital I, L.P., 22C Capital GP I, L.L.C., 22C Capital GP I MM LLC, and Eric Edell. Each of Mr. Edell, the 22C Capital reporting persons and the FiveW reporting persons may be deemed directors of the Issuer by deputization of Mr. Winn, who serves as a director on the Issuer's board of directors. Exhibit 99.1: Additional Signatures

/s/ David Randall Winn

07/30/2021

Date

\*\* Signature of Reporting Person

(Zip)

 $^{\ast}$  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.

## FiveW Capital LLC

By: <u>/s/ David Randall Winn</u> Name: David Randall Winn Title: Managing Member

### FiveW DiscoverOrg LLC

By: <u>/s/ David Randall Winn</u> Name: David Randall Winn Title: Managing Member Date: 07/30/2021

Date: 07/30/2021