FORM 4

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

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

Washington,	D.C.	20549
vvasimigton,	D.O.	200-0

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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

						01 3	COLIUI		iic iiives	uncii	Company		,							
1. Name ar Edell E		f Reporting Person <sup>*</sup>						ame <b>and</b> Ti fo Tech			g Symbol <mark>Inc.</mark> [ ZI	]		5. Relationshi (Check all app Dire Offic	licable)		10	Issue 0% Ow ther (s	ner	
(Last) 7900 GL SUITE 5	ADES RO	First) AD	(Middle)		-	3. Dat 09/02			nsaction	(Mon	th/Day/Yea	r)		belo	w)	See Ren	DE	elow) ¯		
(Street) BOCA RATON FL 33434				4. If Amendment, Date of Original Filed (Month/Day/Year)							Ì	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 I -	Non-I	Deriva	ative	Sec	urities A	Acquir	ed, I	Dispose	d of, or	Beneficia	ally Owned						
1. Title of S	Security (Ins	tr. 3)		Date	nsaction	ear)   E	any	emed tion Date, n/Day/Year)	3. Transa Code (1 8)		4. Securiti Disposed	ies Acquire Of (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Foll Reported		6. Owner Form: D (D) or Ir (I) (Insti	Direct Indirect		ure of ct Beneficial ship (Instr.	
									Code	v	Amount	(A) o (D)	r Price	Transaction (Instr. 3 and	(s) 4)					
Class A Common Stock		09/0	9/02/2021				C <sup>(9)</sup>		4,566	4,566 A (5) 4,5		4,56	6	I(3)(4)(8)		See footnotes <sup>(3)(4)(8)</sup>				
Class A Common Stock Class A Common Stock		09/02/2021		1			C <sup>(9)</sup>		42,170	0 A	(6)	42,170		<del>                                     </del>		See footnote <sup>(1)</sup>				
Class A C	Common St	ock		09/02/2021		1			C <sup>(9)</sup>		139,21	.0 A	(6)	139,2	139,210		I <sup>(2)(4)(8)</sup> fo		ee ootnotes <sup>(2)(4)(8)</sup>	
Class A C	Common St	ock		09/0	02/202	1			C <sup>(9)</sup>		31,910	6 A	(6)	1,029,4	425	I <sup>(4)(</sup>	/)(0)		otes <sup>(4)(7)(8)</sup>	
Class A (	Common St	ock		09/0	02/202	1			S <sup>(9)</sup>		4,566	D	\$62 <sup>(9)</sup>	0		I(3)(	4)(0)	See footn	otes <sup>(3)(4)(8)</sup>	
Class A C	Common St	ock		09/0	02/202	1			S <sup>(9)</sup>		42,17	) D	\$62(9)	0		I(	1)	See fo	ootnote <sup>(1)</sup>	
Class A C	Common St	ock		09/02/2021		1			S <sup>(9)</sup>		139,21	.0 D	\$62(9)	0	0		(2)(4)(8)		See footnotes <sup>(2)(4)(8)</sup>	
Class A C	Common St	ock		09/0	02/202	1			S <sup>(9)</sup>		31,910	6 D	\$62 <sup>(9)</sup>	997,5	09	I <sup>(4)(</sup>	/)(8)	See footn	otes <sup>(4)(7)(8)</sup>	
			Table										eneficial ecurities)	y Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code ( 8)		Deri Seci Acq or D of (E	umber of vative urities uired (A) isposed D) (Instr. and 5)	6. Date E Expiratio (Month/E	n Dat		Securities	d Amount of S Underlying S Security nd 4)	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Follow Report	ive ties cially l ing ed	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	iip   Ind Be ) Ov ct (In	Nature of direct eneficial wnership nstr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares		(Instr.	ction(s) 4)				
Class C Common Stock	(5)	09/02/2021			C <sup>(9)</sup>			4,566	(5)		(5)	Class A Common Stock	4,566	\$0	298	,628	I <sup>(3)(4)(8)</sup>	) Se (4)	ee footnotes <sup>(3)</sup>	
Class C Common Stock	(5)								(5)		(5)	Class A Common Stock	2,308,17	9	2,30	8,179	I(2)(4)(8)		ee footnotes <sup>(2)</sup> (8)	
LLC Units of ZoomInfo Holdings LLC	(6)	09/02/2021			C <sub>(9)</sub>			42,170	(6)		(6)	Class A Common Stock	42,170	\$0	2,75	7,973	I <sup>(1)</sup>	Se	ee footnote <sup>(1)</sup>	
LLC Units of ZoomInfo Holdings LLC	(6)	09/02/2021			C <sup>(9)</sup>			139,210	(6)		(6)	Class A Common Stock	139,210	\$0	6,79	6,478	I <sup>(2)(4)(8)</sup>		ee footnotes <sup>(2)</sup>	
LLC Units of ZoomInfo Holdings LLC	(6)	09/02/2021			C(9)			31,916	(6)		(6)	Class A Common Stock	31,916	\$0	1,08	9,876	I(4)(7)(8	) Se (7)	ee footnotes <sup>(4)</sup>	
1. Name ar Edell E		f Reporting Person*																		

(Middle)

(First)

7900 GLADES ROAD

SUITE 540

(Street) BOCA RATON	FL	33434						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     22C Magellan Holdings LLC								
(Last) 445 PARK AVENU	(First) E	(Middle)						
(Street) NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  22C Capital GP I MM LLC								
(Last) 445 PARK AVENUE 13TH FLOOR	(First)	(Middle)						
(Street) NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  22C Capital I-A, L.P.								
(Last) 445 PARK AVENU 13TH FLOOR	(First)	(Middle)						
(Street) NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address of 22C DiscoverOr	Reporting Person* g Investors, LLC							
(Last) 445 PARK AVENU	(First)	(Middle)						
(Street) NEW YORK	NY	10022						
(City)	(State)	(Zip)						
1. Name and Address of 22C Capital I, L								
(Last)	(First)	(Middle)						
445 PARK AVENU 13TH FLOOR	_							
	NY	10022						
13TH FLOOR (Street)		10022 (Zip)						
13TH FLOOR (Street) NEW YORK	NY (State) Reporting Person*							
13TH FLOOR (Street) NEW YORK (City)  1. Name and Address of	NY  (State)  Reporting Person*  I, L.L.C  (First)							
13TH FLOOR  (Street) NEW YORK  (City)  1. Name and Address of 22C Capital GP  (Last) 445 PARK AVENUE	NY  (State)  Reporting Person*  I, L.L.C  (First)	(Zip)						

	of Reporting Person*  Org MM, LLC								
(Last)	(First)	(Middle)							
445 PARK AVENUE									
13TH FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							
Name and Address of Reporting Person*     22C DiscoverOrg Advisors, LLC									
(Last)	(First)	(Middle)							
445 PARK AVENUE									
13TH FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							

### Explanation of Responses:

- 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.
- 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 Zoomlnfo 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. These shares are held directly by 22C DiscoverOrg MM, LLC. 22C DiscoverOrg Advisors, LLC is the managing member of 22C DiscoverOrg MM, LLC.
- 8. 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.
- 9. These conversions and sales were effected pursuant to the underwriters' exercise of an option to purchase additional shares in connection with an underwritten secondary offering, which closed on September 2, 2021.

#### Remarks:

This Form 4 is being filed in conjunction with the Form 4 filed simultaneously by: D. Randall Winn, FiveW DiscoverOrg, LLC, and FiveW Capital LLC. 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.

<u>/s/ Eric J. Edell</u>

\*\* 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.

## 22C Capital I, L.P.

By: 22C Capital GP I, L.L.C., its general partner
By: 22C Capital GP I MM LLC, its managing member

By: /s/ Eric J. Edell
Name: Eric J. Edell

Title: Member Date: 09/07/2021

## 22C DiscoverOrg Advisors, LLC

By: /s/ Eric J. Edell
Name: Eric J. Edell

Title: Managing Member Date: 09/07/2021

### 22C DiscoverOrg Investors, LLC

By: 22C DiscoverOrg MM, LLC, its managing member By: 22C DiscoverOrg Advisors, LLC, its managing member

By: <u>/s/ Eric J. Edell</u>
Name: Eric J. Edell

Title: Managing Member Date: 09/07/2021

### 22C Magellan Holdings LLC

By: /s/ Eric J. Edell
Name: Eric J. Edell

Title: Officer with Title of Authorized Signatory Date: 09/07/2021

### 22C Capital GP I MM LLC

By: /s/ Eric J. Edell
Name: Eric J. Edell

Title: Member Date: 09/07/2021

## 22C Capital GP I, L.L.C.

By: 22C Capital GP I MM LLC, its managing member

By: <u>/s/ Eric J. Edell</u>
Name: Eric J. Edell

Title: Member Date: 09/07/2021

## 22C DiscoverOrg MM, LLC

By: 22C DiscoverOrg Advisors, LLC, its managing member

By: /s/ Eric J. Edell
Name: Eric J. Edell

Title: Managing Member Date: 09/07/2021

## 22C Capital I-A, L.P

By: 22C Capital GP I, L.L.C., its general partner
By: 22C Capital GP I MM LLC, its managing member

By: <u>/s/ Eric J. Edell</u>
Name: Eric J. Edell

Title: Managing Member Date: 09/07/2021