

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Hays Joseph Christopher</u> (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 <u>ZoomInfo Technologies Inc. [ZI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Revenue Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 12/07/2020 | | C ⁽¹⁾ | | 23,687 | A | (1) | 23,687 | D | |
| Class A Common Stock | 12/07/2020 | | S ⁽²⁾ | | 16,210 | D | \$42.87 ⁽³⁾ | 7,477 | D | |
| Class A Common Stock | 12/07/2020 | | S ⁽²⁾ | | 6,625 | D | \$43.82 ⁽⁴⁾ | 852 | D | |
| Class A Common Stock | 12/07/2020 | | S ⁽²⁾ | | 844 | D | \$44.87 ⁽⁵⁾ | 8 | D | |
| Class A Common Stock | 12/07/2020 | | S ⁽²⁾ | | 8 | D | \$46.49 | 0 | 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 | | | | | |
| LLC Units of HSKB Funds, LLC | (6) | 12/05/2020 | | C ⁽¹⁾ | | | 101,297 | (7) | (7) | Class A Common Stock ⁽⁶⁾ | \$0 | 153,827 | D | |
| LLC Units of ZoomInfo Holdings LLC | (8) | 12/05/2020 | | C ⁽¹⁾ | | | 101,297 | (8) | (8) | Class A Common Stock | \$0 | 101,297 | D | |
| LLC Units of ZoomInfo Holdings LLC | (8) | 12/07/2020 | | C ⁽¹⁾ | | | 23,687 | (8) | (8) | Class A Common Stock | \$0 | 77,610 | D | |

Explanation of Responses:

- On December 5, 2020, upon vesting limited liability company units of HSKB Funds, LLC ("HSKB Units") settled into limited liability company units ("OpCo Units") of ZoomInfo Holdings LLC ("OpCo") together with an equal number of shares of Class B common stock ("Class B Common Stock") of ZoomInfo Technologies Inc. ("ZoomInfo"). A portion of these OpCo Units and shares of Class B Common Stock were exchanged for shares of the Issuer's Class A common stock ("Class A Common Stock") as described herein.
- Reflects shares sold to cover the Reporting Person's tax liability in connection with the vesting of the securities reported herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$42.35 to \$43.34, inclusive. The Reporting Person undertakes to provide to 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 above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$43.35 to \$44.34, inclusive. The Reporting Person undertakes to provide to 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 above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.36 to \$45.13, inclusive. The Reporting Person undertakes to provide to 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 above.
- Each of these HSKB Units represents the economic value of one OpCo Unit. Upon vesting, each HSKB Unit settles into an OpCo Unit and a share of Class B Common Stock, which together may be exchanged for shares of Class A Common Stock on a one-for-one basis, subject to exchange rate adjustments for stock splits, stock dividends, and reclassifications. Shares of Class B common stock have no economic value and have 10 votes per shares.
- Reflects an original amount of 255,124 HSKB Units of which 101,297 vested on December 5, 2020, and the remaining portion vests in twenty-one equal monthly installments beginning on January 1, 2021, subject to accelerated vesting upon certain change in control events and other vesting conditions.
- Pursuant to the terms of the limited liability company agreement for OpCo, 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 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.

Remarks:

/s/ Anthony Stark, as Attorney-in-Fact 12/08/2020

** 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.

