

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>22C Capital GP I, L.L.C</u> <hr/> (Last) (First) (Middle) <u>70 E. 55TH STREET, FL 14</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/04/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>ZoomInfo Technologies Inc. [ ZI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Remarks</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class C Common Stock	(4)	(4)	Class A Common Stock	3,201,378	(4)	I <sup>(1)(3)</sup>	See footnotes <sup>(1)(3)</sup>
Class C Common Stock	(4)	(4)	Class A Common Stock	483,048	(4)	I <sup>(2)(3)</sup>	See footnotes <sup>(2)(3)</sup>
LLC Units of ZoomInfo Holdings LLC	(5)	(5)	Class A Common Stock	17,978,075	(5)	I <sup>(1)(3)</sup>	See footnotes <sup>(1)(3)</sup>
LLC Units of ZoomInfo Intermediate Holdings LLC	(6)	(6)	Class A Common Stock	87,500	(6)	I <sup>(2)(3)</sup>	See footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person* <u>22C Capital GP I, L.L.C</u> <hr/> (Last) (First) (Middle) <u>70 E. 55TH STREET, FL 14</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person* <u>22C Capital GP IMM LLC</u> <hr/> (Last) (First) (Middle) <u>70 E. 55TH STREET, FL 14</u> <hr/> (Street)		
---	--	--

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[22C Capital I, L.P.](#)

(Last) (First) (Middle)

C/O 22C CAPITAL LLC

70 EAST 55TH STREET, 14TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[22C Capital I-A, L.P.](#)

(Last) (First) (Middle)

C/O 22C CAPITAL LLC

70 EAST 55TH STREET, 14TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[22C DiscoverOrg Advisors, LLC](#)

(Last) (First) (Middle)

70 E. 55TH STREET, FL 14

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[22C DiscoverOrg MM, LLC](#)

(Last) (First) (Middle)

70 E. 55TH STREET

FL 14

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[22C DiscoverOrg Investors, LLC](#)

(Last) (First) (Middle)

70 E 55TH STREET, 14TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Edell Eric J

(Last) (First) (Middle)

70 EAST 55TH STREET, 14TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

22C Magellan Holdings LLC

(Last) (First) (Middle)

70 E. 55TH STREET  
FL 14

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.

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

3. 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 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, exercise voting or investment power over the shares held directly by each of 22C Magellan Holdings LLC and by 22C Capital I-A, L.P. 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 Securities Exchange Act of 1934, as amended, or for any other purpose.

4. 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.

5. 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.

6. 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.

**Remarks:**

This Form 3 is being filed in conjunction with the Form 3 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.

/s/ Eric J. Edell

06/04/2020

\*\* 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 5 (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: 06/04/2020

**22C DiscoverOrg Advisors, LLC**

By: /s/ Eric J. Edell  
Name: Eric J. Edell  
Title: Managing Member

Date: 06/04/2020

**22C DiscoverOrg Investors, LLC**

By: 22C DiscoverOrg MM, LLC, its managing member  
By: 22C DiscoverOrg Advisors, LLC, its managing member  
By: /s/ Eric J. Edell  
Name: Eric J. Edell  
Title: Managing Member

Date: 06/04/2020

**22C Magellan Holdings LLC**

By: /s/ Eric J. Edell  
Name: Eric J. Edell  
Title: Officer with Title of Authorized Signatory

Date: 06/04/2020

**22C Capital GP I MM LLC**

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

Date: 06/04/2020

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

By: 22C Capital GP I MM LLC, its managing member  
By: /s/ Eric J. Edell  
Name: Eric J. Edell  
Title: Member

Date: 06/04/2020

## **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: 06/04/2020

## **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: /s/ Eric J. Edell

Name: Eric J. Edell

Title: Managing Member

Date: 06/04/2020

Ex. A-2

---