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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DO Holdings (WA), LLC	ZoomInfo Technologies Inc. [ZI]	Director ___ X 10% Owner

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2021	Officer (give title below) ___ Other (specify below) ___
C/O ZOOMINFO TECHNOLOGIES, INC., 805 BROADWAY STREET, SUITE 900		

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
VANCOUVER WA 98660		X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	08/11/2021		C[(1)(2)]		4,585,361	A	[(2)]	4,585,361	D	
Class A Common Stock	08/11/2021		S[(3)]		4,585,361	D	$62	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	Title	Amount or Number of Shares				
LLC Units of ZoomInfo Holdings LLC	[(2)]	08/11/2021		C[(2)]			4,585,361	[(2)]	[(2)]	Class A Common Stock	4,585,361	$0	45,177,696	D	

Explanation of Responses:

1. DO Holdings (WA), LLC is owned by Henry Schuck and Kirk Brown. The transactions reported in this Form 4 were for the benefit of both Henry Schuck and Kirk Brown.

2. 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 Issuer's Class A common stock on a one-for-one basis at the discretion of the Reporting Person, 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.

3. These sales were effected pursuant to an underwritten secondary offering that closed on August 11, 2021.

/s/ Kirk Brown, as Executive Vice President _____ 08/13/2021

** 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.