

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Winn David Randall</u> <hr/> (Last) (First) (Middle) C/O ZOOMINFO TECHNOLOGIES INC. 805 BROADWAY STREET, SUITE 900 <hr/> (Street) VANCOUVER WA 98660 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/04/2020	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> 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)
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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	(5)	(5)	Class A Common Stock	3,201,378	(5)	I ⁽²⁾⁽⁴⁾	See footnotes ⁽²⁾⁽⁴⁾
Class C Common Stock	(5)	(5)	Class A Common Stock	483,048	(5)	I ⁽³⁾⁽⁴⁾	See footnotes ⁽³⁾⁽⁴⁾
LLC Units of ZoomInfo Holdings LLC	(6)	(6)	Class A Common Stock	1,496,269	(6)	D	
LLC Units of ZoomInfo Holdings LLC	(6)	(6)	Class A Common Stock	5,631,031	(6)	I ⁽¹⁾	See footnote ⁽¹⁾
LLC Units of ZoomInfo Holdings LLC	(6)	(6)	Class A Common Stock	17,978,075	(6)	I ⁽²⁾⁽⁴⁾	See footnotes ⁽²⁾⁽⁴⁾
LLC Units of ZoomInfo Intermediate Holdings LLC	(7)	(7)	Class A Common Stock	87,500	(7)	I ⁽³⁾⁽⁴⁾	See footnotes ⁽³⁾⁽⁴⁾

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1. Name and Address of Reporting Person *

FiveW Capital LLC

(Last) (First) (Middle)

70 EAST 55TH STREET
14TH FLOOR

(Street)

NEW YORK NY 10021

(City) (State) (Zip)

1. Name and Address of Reporting Person *

FiveW DiscoverOrg LLC

(Last) (First) (Middle)

70 EAST 55TH STREET
14TH 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, exercises voting and investment power over the shares held directly by FiveW DiscoverOrg, LLC. Each of FiveW DiscoverOrg, LLC, FiveW Capital LLC 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.

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 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.

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.

Remarks:

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

FiveW Capital LLC

By: /s/ David Randall Winn
Name: David Randall Winn
Title: Managing Member

Date: 06/04/2020

FiveW DiscoverOrg LLC

By: FiveW Capital LLC, its managing member
By: /s/ David Randall Winn
Name: David Randall Winn
Title: Managing Member

Date: 06/04/2020

Ex. A-1
