SEC Form 4

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

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)
Hays Joseph Christopher	ZoomInfo Technologies Inc. [ZI]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2021	X Officer (give title below) Other (specify below)
C/O ZOOMINFO TECHNOLOGIES INC., 805 BROADWAY STREET, SUITE 900		**Chief Operating Officer**
(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
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	09/01/2021		M[(1)]		1,702	A	[(1)]	8,808	D	
Class A Common Stock	09/01/2021		M[(2)]		469	A	[(2)]	9,277	D	
Class A Common Stock	09/01/2021		S[(3)]		1,702	D	$58.6393[(4)]	7,575	D	
Class A Common Stock	09/01/2021		F[(5)]		185	D	$65.19	7,390	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 HSKB Funds, LLC	[(6)]	09/01/2021		M[(1)]			5,314	[(7)]	[(7)]	Class A Common Stock[(6)]	5,314	$0	63,784	D	
LLC Units of ZoomInfo Holdings LLC	[(8)]	09/01/2021		M[(1)]		5,314		[(8)]	[(8)]	Class A Common Stock	5,314	$0	109,382	D	
LLC Units of ZoomInfo Holdings LLC	[(8)]	09/01/2021		M[(1)]			1,702	[(8)]	[(8)]	Class A Common Stock	1,702	$0	107,680	D	
HSKB Phantom Units	[(9)]	09/01/2021		M[(2)]			469	[(10)]	[(10)]	Class A Common Stock	469	$0	10,313	D	

Explanation of Responses:

1. On September 1, 2021, 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 ZoomInfo's Class A common stock ("Class A Common Stock") as described herein.

2. Reflects phantom units of HSKB Funds II, LLC ("HSKB Phantom Units") that upon vesting settled into shares of Class A Common Stock on a one-for-one basis.

3. Reflects shares sold to cover the Reporting Person's tax liability in connection with the vesting of the HSKB Units reported herein.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from $58.33 to $59.01, 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.

5. Reflects shares withheld to cover the Reporting Person's tax liability in connection with the vesting of the HSKB Phantom Units reported herein.

6. 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.

7. Reflects an original amount of 255,124 HSKB Units of which 101,297 vested on December 5, 2020, 42,208 vested on December 14, 2020 and the remaining unvested 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.

8. 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.

9. These HSKB Phantom Units, upon vesting, settle into shares of Class A Common Stock.

10. Reflects an original amount of 22,500 HSKB Phantom Units of which 50% vested on July 1, 2021 and with the remaining HSKB Phantom Units vesting in equal monthly installments over the two year period following July 1, 2021, in each case, subject to a continued service relationship through such vesting dates, subject to potential accelerated vesting upon certain change in control events and other vesting conditions.

Remarks:

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.

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<u>/s/ Anthony Stark, as Attorney-in-Fact</u> <u>09/03/2021</u>

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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