

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

OMB APPROVAL	
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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 Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2021	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽²⁾		175,434 ⁽²⁾	A	(2)	539,947	D	
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽³⁾		140,183 ⁽⁴⁾	A	(3)	680,130	D	
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽³⁾		63,160 ⁽⁵⁾	A	(3)	743,290	D	
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽³⁾		280,183 ⁽⁶⁾	A	(3)	1,023,473	D	
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽³⁾		61,854 ⁽⁷⁾	A	(3)	1,085,327	D	
Class A Common Stock ⁽¹⁾	10/29/2021		A ⁽⁸⁾		63,909	A	(8)	1,149,236	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				
LTIP Units of ZoomInfo Holdings LLC	(2)	10/29/2021		D ⁽²⁾			175,434	(2)	(2)	Class A Common Stock	175,434	(2)	0	D	
Class P Units of ZoomInfo Holdings LLC	\$4	10/29/2021		D ⁽³⁾			149,064	(4)	(4)	Class A Common Stock	149,064	(3)	0	D	
Class P Units of ZoomInfo Holdings LLC	\$6.56	10/29/2021		D ⁽³⁾			70,000	(5)	(5)	Class A Common Stock	70,000	(3)	0	D	
Class P Units of ZoomInfo Holdings LLC	\$6.56	10/29/2021		D ⁽³⁾			310,519	(6)	(6)	Class A Common Stock	310,519	(3)	0	D	
Class P Units of ZoomInfo Holdings LLC	\$21	10/29/2021		D ⁽³⁾			90,000	(7)	(7)	Class A Common Stock	90,000	(3)	0	D	
LLC Units of ZoomInfo Holdings LLC	(8)	10/29/2021		D ⁽⁸⁾			63,909	(8)	(8)	Class A Common Stock	63,909	(8)	0	D	

Explanation of Responses:

1. On October 29, 2021, pursuant to a reorganization, (the "Reorganization"), ZoomInfo Technologies Inc. (formerly known as ZoomInfo NewCo Inc.) (the "Issuer") became the successor of ZoomInfo Intermediate Inc. (formerly known as ZoomInfo Technologies Inc.) ("ZoomInfo") pursuant to merger transactions, in which a subsidiary of ZoomInfo Technologies Inc. merged with and into ZoomInfo Intermediate Inc. with ZoomInfo Intermediate Inc. surviving and, immediately following such merger, a subsidiary of ZoomInfo Technologies Inc. merged with and into ZoomInfo Holdings LLC ("OpCo"), a subsidiary of ZoomInfo Intermediate Inc., with OpCo surviving. The mergers resulted in the Issuer becoming a parent holding company of ZoomInfo and OpCo, but did not alter the proportionate economic interests of security holders.

2. Prior to the Reorganization, LTIP Units of OpCo would, upon vesting, be automatically converted into Class A Common Units of OpCo ("OpCo Units"), together with corresponding shares of the Issuer's Class B common stock ("Class B Common Stock"), which would then be exchangeable for shares of Class A Common Stock on a one-for-one basis. In connection with the Reorganization, such LTIP Units were disposed of for the number of shares of Class A Common Stock which would have been received by the Reporting Person upon the vesting and exchange of such LTIP Units. The shares of Class A Common Stock received remain subject to the same vesting schedule that was applicable to the LTIP Units, as follows: (i) for 47,620 units (a) one-third vest on December 3, 2022, (b) one-third vest on December 3, 2023, and (c) one-third vest on December 3, 2024, and (ii) the remaining 127,814 units will vest on March 1, 2024.

3. Prior to the Reorganization, Class P limited liability company units of OpCo ("Class P Units") were profits interests that were economically similar to a stock settled stock option. Vested Class P units were exchangeable, at the holder's election, into a number of shares of Class A Common Stock equal in value to the "spread value" represented by the excess of the value of shares of Class A Common Stock at the time of exchange above the "distribution threshold" associated with the Class P Units, multiplied by the number of Class P Units being exchanged. In connection with the Reorganization, the Class P Units held by the Reporting Person were disposed of for a number of shares of Class A Common Stock which would have been received by the Reporting Person pursuant to the calculation described above, had the Reporting Person exchanged such Class P Units for Class A Common Stock on the date of the Reorganization.
4. The number reflected in Table II reflects the number of Class P Units that were held by the Reporting Person. Reflects an original amount of 350,704 Class P Units, which, prior to the Reorganization, were scheduled to vest as follows: 50% vest July 1, 2020, and the remaining 50% vest in equal monthly installments during the 24 months thereafter. The shares of Class A Common Stock received in the Reorganization will vest along the same vesting schedule.
5. The number reflected in Table II reflects the number of Class P Units that were held by the Reporting Person. Reflects an original amount of 70,000 Class P Units, which, prior to the Reorganization, were scheduled to vest as follows: 50% vest October 1, 2021, and the remaining 50% vest in equal monthly installments during the 24 months thereafter. The shares of Class A Common Stock received in the Reorganization will vest along the same vesting schedule.
6. The number reflected in Table II reflects the number of Class P Units that were held by the Reporting Person. Reflects an original amount of 876,759 Class P Units, which, prior to the Reorganization, were scheduled to vest as follows: 50% vest February 1, 2021, and the remaining 50% vest in equal monthly installments during the 24 months thereafter. The shares of Class A Common Stock received in the Reorganization will vest along the same vesting schedule.
7. The number reflected in Table II reflects the number of Class P Units that were held by the Reporting Person. Reflects an original amount of 90,000 Class P Units, which, prior to the Reorganization, were scheduled to vest as follows: (a) one-third vest on December 3, 2022, (b) one-third vest on December 3, 2023, and (c) one-third vest on December 3, 2024. The shares of Class A Common Stock received in the Reorganization will vest along the same vesting schedule.
8. Prior to the Reorganization, 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 were 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. In connection with the Reorganization, the OpCo Units held by the Reporting Person were disposed of for a number of shares of Class A Common Stock which would have been received by the Reporting Person pursuant to the calculation described above, had the Reporting Person exchanged such OpCo Units for Class A Common Stock prior to the date of the Reorganization.

Remarks:

/s/ Anthony Stark, as Attorney- 11/02/2021
in-Fact

** 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.

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