SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

					suncin	Joinparty	7101 01	1040						
1. Name and Address of Reporting Person* <u>CG Subsidiary Holdings L.L.C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>ZoomInfo Technologies Inc.</u> [ZI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
							-			Director	Х	10% Owner		
(Last) C/O THE C	(First) CARLYLE GROUP,	(Middle) 1001	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2021						Officer (give below)	title	Other (specify below)			
PENNSYL	VANIA AVE. NW, S	SUITE 220 SOUTH	4. If Amendment,	Date of O	riginal F	iled (Mor	hth/Day	/Year)		/idual or Joint/C	Group Filing (Check Applicable		
(Street)									Line)	Form filed by		ing Porcon		
WASHING	TON DC	20004-2505							x	-	•	One Reporting		
(City)	(State)	(Zip)												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Sec	curity (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code 1/4 Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5 (A) (Instr. 4)		Disposed Of (D) (Instr. 3, 4 and 5		l Of (D) (Instr. 3, 4 and 5		Amount of curities meficially vned llowing ported ansaction(s)	6. Ownersh Form: Direc (D) or Indirect (I) (Instr. 4)			

						((
		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	10/12/2021	S ⁽¹⁾		36,824	D	\$62.5435 ⁽²⁾	59,297,669	Ι	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	10/12/2021	s ⁽¹⁾		79,747	D	\$63.444 ⁽⁵⁾	59,217,922	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	10/13/2021	S ⁽¹⁾		68,537	D	\$64.1606 ⁽⁶⁾	59,149,385	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	10/13/2021	S ⁽¹⁾		273,057	D	\$64.8702 ⁽⁷⁾	58,876,328	I	See footnotes ⁽³⁾⁽⁴⁾

	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. Transa Code (8)				of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		r 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Titl Amou Secur Under Deriva Secur 3 and	int of rities rlying ative rity (Instr.	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)
											Amount or										
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares										
(Last) C/O THI PENNS	CG Subsidiary Holdings L.L.C. (Last) (First) (Middle) C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 SOUTH																				
(Street) WASHII	NGTON	DC	20004-2505																		
(City)		(State)	(Zip)																		
	nd Address of Dup, LLC	Reporting Person*																			
(Last) C/O THI		(First) E GROUP, 1001	(Middle)																		

PENNSVIVANIA AVE	NW SUITE 220 SOUTH							

(Street)			

()		
WASHINGTON	DC	20004-2505

(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] TC Group Sub L.P.									
(Last) C/O THE CARLY PENNSYLVANIA	(First) LE GROUP, 1001 AVE., N.W. SUITE	(Middle) 220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address of <u>TC Group VI S</u>									
(Last) C/O THE CARLY PENNSYLVANIA	(First) LE GROUP, 1001 AVE., N.W., SUITE	(Middle) 2 220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address of <u>TC Group VI S</u>									
(Last) C/O THE CARLY	(First) LE GROUP, 1001	(Middle)							
PENNSYLVANIA	AVE., N.W., SUITE	220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address (Carlyle Partner	of Reporting Person [*] <u>s VI Evergreen H</u>	<u> Holdings, L.P.</u>							
(Last)	(First)	(Middle)							
C/O THE CARLY PENNSYLVANIA	AVE., N.W., SUITE	2 220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							
1. Name and Address of <u>CP VI Evergree</u>	of Reporting Person [*] en Holdings, L.P.	<u> </u>							
(Last) C/O THE CARLY PENNSYLVANIA	(First) LE GROUP, 1001 AVE., N.W., SUITE	(Middle) 2 220 SOUTH							
(Street) WASHINGTON	DC	20004-2505							
(City)	(State)	(Zip)							

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.97 to \$62.965. The reporting person undertakes to provide 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 in this footnote.

3. Following the transactions reported herein, includes (i) 29,519,835 shares of Class A Common Stock held of record by CP VI Evergreen Holdings, L.P. ("CP VI Evergreen") and (ii) 29,356,493 shares of Class A Common Stock held of record by Carlyle Partners VI Evergreen Holdings, L.P. ("CP VI Evergreen").

4. The Carlyle Group Inc., which is a publicly traded entity listed on the Nasdaq, is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities held of record by Carlyle Evergreen and CP VI Evergreen, is the managing member of CG Subsidiary Holdings L.L.C., which is the general partner of TC Group, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.L.C., which is the general partner of Carlyle Evergreen and CP VI Evergreen.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.97 to \$63.885. The reporting person undertakes to provide 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 in this footnote.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.44 to \$64.43. The reporting person undertakes to provide 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 in this footnote.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.44 to \$65.39. The reporting person undertakes to provide 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 in this footnote.

Remarks:

Due to the limitations of the electronic filing system, each of The Carlyle Group Inc., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., and Carlyle Holdings I L.P. are filing a separate Form

CG Subsidiary Holdings L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for 10/14/2021 Curtis L. Buser, Managing Director TC Group, L.L.C., By: /s/ Anne Frederick, Attorney-in-10/14/2021 fact for Curtis L. Buser, Managing Director TC Group Sub L.P., By: TC Group, L.L.C., its general partner, By: /s/ Anne <u>10/14/202</u>1 Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director TC Group VI S1, L.L.C., By: /s/ Jeremy W. Anderson, 10/14/2021 Authorized Person TC Group VI S1, L.P., By: /s/ 10/14/2021 Jeremy W. Anderson, Authorized Person Carlyle Partners VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its general partner, 10/14/2021 By: /s/ Jeremy W. Anderson, Authorized Person CP VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its general partner, By: /s/ 10/14/2021 Jeremy W. Anderson, Authorized Person

** 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.