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).

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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* Hyzer Peter Cameron (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 ZoomInfo Technologies Inc. [ZI] 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) **Chief Financial Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ 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	08/09/2021		M[1][2]		30,000	A	$4	30,000	D	
Class A Common Stock	08/09/2021		F[2][3]		1,860	D	$64.54	28,140	D	
Class A Common Stock	08/09/2021		S[2]		9,100	D	$60.4381[4]	19,040	D	
Class A Common Stock	08/09/2021		S[2]		16,740	D	$61.5126[5]	2,300	D	
Class A Common Stock	08/09/2021		S[2]		2,300	D	$62.0948[6]	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				
Class P Units of ZoomInfo Holdings LLC	$4	08/09/2021		M[1][2]			30,000	(1)	(1)	Class A Common Stock	30,000	$0	1,563,518	D	

Explanation of Responses:

1. Reflects Class P limited liability company units of ZoomInfo Holdings LLC ("Class P Units") which are profits interests that are economically similar to a stock settled stock option. Vested Class P units are exchangeable, at the holder's election, into a number of shares of Class A common stock ("Class A Common Stock") of ZoomInfo Technologies Inc. (the "Issuer") 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. The number reflected in Table II reflects the number of Class P Units held by the Reporting Person. Reflects an original amount of 1,753,518 Class P Units, of which 50% vested on November 12, 2020, and the remaining 50% vest in equal monthly installments during the 24 months following November 12, 2020.

2. This transaction was effected pursuant to a 10b5-1 trading plan entered into prior to November 30, 2020.

3. Reflects shares deemed to be withheld in connection with the exchange of Class P Units described herein.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging from $59.97 to $60.96, 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. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging from $60.97 to $61.96, 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.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging from $61.97 to $62.50, 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.

Remarks:

/s/ Anthony Stark, as Attorney-in-Fact　　08/11/2021

** 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.