SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL					
OMB Number: 3235-0287					
Estimated average burden					

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

biligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934									hours per response: 0.5		
	Address of Reporting Pers sidiary Holdings L.	or Section 30(h) 2. Issuer Name a ZoomInfo 1	nd Tick	er or ⁻	Trading Symb	5.	Relationship of R check all applicabl Director	e) X 1	0% Owner		
	(First) CARLYLE GROUP NSYLVANIA AVE. NV	3. Date of Earlies 08/11/2022					- Officer (give title Other (specify below) below)				
(Street) WASHING (City)	GTON DC (State)	4. If Amendment,	f Origi	nal Filed (Mo	Individual or Joint/Group Filing (Check Applicable e) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
	Tab	le I - Non-Deriva	tive Securities	s Acq	uire	d, Dispose	ed of,	or Benefici	ally Owned		
1. Title of Security (Instr. 3) Date (Month/Day/Yea			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	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	Reported Transaction(s) (Instr. 3 and 4)		
Class A Co	ommon Stock	08/11/2022		S ⁽¹⁾		114,469	D	\$48.6075 ⁽²⁾	40,616,999	Ι	See footnotes ⁽³⁾⁽⁴
Class A Co	ommon Stock	08/11/2022		S ⁽¹⁾		26,976	D	\$49.5789 ⁽⁵⁾	40,590,023	Ι	See footnotes ⁽³⁾⁽
Class A Co	ommon Stock	08/11/2022		S ⁽¹⁾		19,417	D	\$50.4739 ⁽⁶⁾	40,570,606	Ι	See footnotes ⁽³⁾⁽
Class A Co	ommon Stock	08/12/2022		S ⁽¹⁾		300	D	\$48.9833 ⁽⁷⁾	40,570,306	Ι	See footnotes ⁽³⁾⁽⁴
Class A Co	ommon Stock	08/12/2022		S ⁽¹⁾		87,173	D	\$49.7703 ⁽⁸⁾	40,483,133	Ι	See footnotes ⁽³⁾⁽⁴
Class A Co	ommon Stock	08/12/2022		S ⁽¹⁾		7,516	D	\$50.0641 ⁽⁹⁾	40,475,617	Ι	See footnotes ⁽³⁾⁽

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	
(e.g., puts, calls, warrants, options, convertible securities)	

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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 Deriv Secu Acqu (A) o Dispe of (D	r osed) r. 3, 4	Expiration Date (Month/Day/Year) ed		piration Date Amount of Jonth/Day/Year) Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

CG Subsidiary Holdings L.L.C.								
(Last)	(First)	(Middle)						
C/O THE CARLYLE GROUP								
1001 PENNSYLVANIA AVE. NW, SUITE 2208								
(Street)								
WASHINGTON	DC	20004-2505						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*]								
TC Group, LLC								
(Last)	(First)	(Middle)						
C/O THE CARLY	LE GROUP							

1. Name and Address of Reporting $\operatorname{Person}^{*}$

1001 PENNSYLVANIA AVE. NW, SUITE 220S							
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
1. Name and Address of <u>TC Group Sub</u>							
(Last) C/O THE CARLY	(First) LE GROUP	(Middle)					
1001 PENNSYLVA	ANIA AVE. NW, SU	ITE 2208					
(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 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 of Reporting Person [*] Carlyle Partners VI Evergreen Holdings, L.P.							
(Last)	(First)	(Middle)					
C/O THE CARLYI PENNSYLVANIA	LE GROUP, 1001 AVE., N.W., SUITE	220 SOUTH					
(Street) WASHINGTON	DC	20004-2505					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>CP VI Evergreen Holdings, L.P.</u>							
(Last)	(First)	(Middle)					
C/O THE CARLY	LE GROUP, Ania ave., n.w., s	UITE 220S					
(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 \$48.24 to \$48.99. 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) 20,181,659 shares of Class A Common Stock held of record by Carlyle Partners VI Evergreen Holdings, L.P. ("Carlyle Evergreen") and (ii) 20,293,958 shares of Class A Common Stock held of record by CP 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 Sub L.P., 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 \$49.00 to \$49.995. 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 \$50.00 to \$50.90. 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 \$48.98 to \$48.99. 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.02 to \$49.995. 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.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.26. 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 4.

CG Subsidiary Holdings L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for 08/15/2022 Curtis L. Buser, Managing Director TC Group, L.L.C., By: /s/ Anne Frederick, Attorney-in-08/15/2022 fact for Curtis L. Buser, Managing Director TC Group Sub L.P., By: TC Group, L.L.C., its general partner, By: /s/ Anne 08/15/2022 Frederick, Attorney-in-fact for Curtis L. Buser, Managing Director TC Group VI S1, L.L.C., By: 08/15/2022 /s/ Jeremy W. Anderson, Authorized Person TC Group VI S1, L.P., By: /s/ Jeremy W. Anderson, 08/15/2022 Authorized Person Carlyle Partners VI Evergreen Holdings, L.P., By: TC Group VI S1, L.P., its general partner, 08/15/2022 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/ 08/15/2022 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.