

**Prospectus Supplement No. 13
(to Prospectus dated November 27, 2020)**



ZoomInfo Technologies Inc.

*Class A Common Stock
Issuable Upon Exchange or Settlement of
Outstanding Equity Interests From Time to Time*

This Prospectus Supplement No. 13, dated July 20, 2021 (this “Supplement”), is being filed to update, modify, amend and supplement the information previously included in our prospectus, dated November 27, 2020 (the “Prospectus”), with the information contained in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) by ZoomInfo Technologies Inc. (the “Company”) on July 20, 2021 (the “Report”). Any document, exhibit or information contained in the Report that has been deemed furnished and not filed in accordance with SEC rules shall not be included in this Supplement. We have attached the Report to this Supplement. This Supplement is not complete without, and may not be delivered or used except in connection with, the Prospectus, including all amendments and supplements thereto.

Investing in shares of our Class A common stock involves risks. See “Risk Factors” beginning on 29 of the Prospectus dated November 27, 2020, as well as the section entitled “Risk Factors” included in the Annual Report on Form 10-K attached to the Prospectus Supplement No. 5, dated February 26, 2021.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is July 20, 2021.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 20, 2021

ZoomInfo Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39310

(Commission File Number)

84-3721253

(IRS Employer Identification No.)

805 Broadway Street, Suite 900, Vancouver, Washington 98660

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(800) 914-1220**

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.01 per share	ZI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

First Lien Credit Agreement Amendment

On July 20, 2021, ZoomInfo LLC (the “Borrower”) entered into an amendment (the “Credit Agreement Amendment”), by and among the Borrower, ZoomInfo Technologies LLC, as the co-borrower (the “Co-Borrower”), ZoomInfo Midco LLC (“Holdings”), the other guarantors party thereto, Morgan Stanley Bank, N.A., as the 2021-1 incremental first lien term loan lender, and Morgan Stanley Senior Funding, Inc., as administrative agent, collateral agent and L/C issuer, to the Borrower’s existing first lien credit agreement, dated as of February 1, 2019, by and among the Borrower, the Co-Borrower, Holdings, the lenders from time to time party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent, collateral agent and L/C issuer (as amended by that certain Amendment No. 1, dated as of February 19, 2020, as further amended by that certain Amendment No. 2 dated as of February 2, 2021, and as further amended by the Credit Agreement Amendment, the “First Lien Credit Agreement”), that provided for, among other things, the incurrence of an additional \$200.0 million aggregate principal amount of additional term loans under the First Lien Credit Agreement.

The net proceeds from the Credit Agreement Amendment were used, together with the net proceeds from the previously announced offering (the “Offering”) by the Co-Borrower and ZoomInfo Finance Corp. of \$300.0 million aggregate principal amount of 3.875% Senior Notes due 2029, to (i) repay \$225 million of outstanding borrowings under the revolving credit facility which were used to pay a portion of the consideration for the previously announced acquisition of AffectLayer Inc. d/b/a Chorus.ai (the “Acquisition”), and (ii) pay fees and expenses related to the Credit Agreement Amendment, the Offering and the Acquisition, and the remainder is expected to be used for general corporate purposes.

The foregoing description of the Credit Agreement Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the document, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference in this Item 2.03.

FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include all statements that are not historical facts. In some cases, you can identify these forward-looking statements by the use of words such as “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “might,” “objective,” “outlook,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “target,” “trend,” “will,” “would” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. These forward-looking statements include any statements regarding the intended use of proceeds from the Offering and the Credit Agreement Amendment. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to those described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 and other reports filed by the Company from time to time with the Securities and Exchange Commission (“SEC”), which are accessible on the SEC’s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included such filings. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

The following documents are herewith filed as exhibits to this report:

Exhibit No.

10.1

[Amendment No. 3 to First Lien Credit Agreement, dated July 20, 2021, by and among ZoomInfo LLC \(f/k/a DiscoverOrg, LLC\), a Delaware limited liability company \(the "Borrower"\), ZoomInfo Technologies LLC, a Delaware limited liability company \(the "Co-Borrower"\), ZoomInfo Midco LLC \(f/k/a DiscoverOrg Midco, LLC\), a Delaware limited liability company \("Holdings"\), Morgan Stanley Bank, N.A., as the 2021-1 incremental first lien term loan lender and Morgan Stanley Senior Funding, Inc., as administrative agent, collateral agent and L/C issuer](#)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 20, 2021

ZoomInfo Technologies Inc.

By: /s/ Anthony Stark
Name: Anthony Stark
Title: General Counsel and Corporate Secretary