

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Hays Joseph Christopher</u>			2. Date of Event Requiring Statement (Month/Day/Year) 06/04/2020		3. Issuer Name and Ticker or Trading Symbol <u>ZoomInfo Technologies Inc. [ ZI ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Revenue Officer</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O ZOOMINFO TECHNOLOGIES INC., 805 BROADWAY STREET, SUITE 900						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
VANCOUVER	WA		98660				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
LTIP Units of ZoomInfo Holdings LLC	(1)	(1)	Class A Common Stock <sup>(1)</sup>	47,620	(1)	D	
Class P Units of ZoomInfo Holdings LLC	(2)	(2)	Class A Common Stock	350,704 <sup>(2)</sup>	4	D	
Class P Units of ZoomInfo Holdings LLC	(3)	(3)	Class A Common Stock	876,759 <sup>(3)</sup>	6.56	D	
Class P Units of ZoomInfo Holdings LLC	(4)	(4)	Class A Common Stock	70,000 <sup>(4)</sup>	6.56	D	
Class P Units of ZoomInfo Holdings LLC	(5)	(5)	Class A Common Stock	90,000 <sup>(5)</sup>	21	D	
HSKB Phantom Units	(6)	(6)	Class A Common Stock <sup>(6)</sup>	22,500	(6)	D	
LLC Units of HSKB Funds, LLC	(7)	(7)	Class A Common Stock <sup>(7)</sup>	255,124	(7)	D	

Explanation of Responses:

- Reflects LTIP Units of ZoomInfo Holdings LLC ("OpCo") that generally 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. Each vested LTIP Unit shall be automatically converted into Class A Common Units of OpCo (together with corresponding shares of the Issuer's Class B common stock ("Class B Common Stock")) which would then be exchangeable for shares of the Issuer's Class A common stock ("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. Shares of Class B Common Stock have no economic value and have 10 votes per share.
- Reflects Class P limited liability company units of OpCo ("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 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. Of these Class P Units, 50% vest July 1, 2020, and the remaining 50% vest in equal monthly installments during the 24 months thereafter.
- Reflects Class P Units that vest as follows: (a) 50% vest February 1, 2021, and the remaining 50% vest in equal monthly installments during the 24 months thereafter. The number reflected in Table II reflects the number of Class P Units held by the Reporting Person.
- Reflects Class P Units that vest as follows: (a) 50% vest October 1, 2021, and the remaining 50% vest in equal monthly installments during the 24 months thereafter. The number reflected in Table II reflects the number of Class P Units held by the Reporting Person.
- Reflects Class P Units that 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 number reflected in Table II reflects the number of Class P Units held by the Reporting Person.
- Reflects phantom units of HSKB Funds, LLC ("HSKB Phantom Units") that, upon vesting, will settle in cash or into OpCo Units which are then automatically exchanged in shares of Class A Common Stock, or a combination thereof at the Issuer's discretion. These HSKB Phantom Units generally vest with respect to 50% of such HSKB Phantom Units on July 1, 2021, and with respect to the remaining 50% of such HSKB Phantom Units in equal monthly installments over the two year period following July 1, 2021, in each case, subject to a continued service relationship through such vesting dates, subject to potential accelerated vesting upon certain change in control events.
- Reflects limited liability company units of HSKB Funds, LLC ("HSKB Units"), each of which represents the economic value of one OpCo Unit. Upon vesting, each HSKB Unit will settle into an OpCo Unit and a share of the Issuer's Class B common stock ("Class B Common Stock"), which together shall be exchanged by the Issuer for shares of Class A Common Stock on a one-for-one basis, subject to exchange rate adjustments for stock splits, stock dividends, and reclassifications. Shares of Class B Common Stock have no economic value and have 10 votes per share. These HSKB Units generally vest with respect to 50% of the HSKB Units on September 1, 2020, and 1/24th of the remaining 50% will be eligible to vest on the first day of each subsequent month, subject to accelerated vesting upon certain change in control events.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Anthony Stark, as Attorney-in-Fact 06/04/2020

\*\* 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 5 (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.

Power of Attorney

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Henry Schuck, Cameron Hyzer, Anthony Stark, .

By: /s/ Joseph Christopher Hays

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Joseph Christopher Hays

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Date: 5/22/2020

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