

| OMB APPROVAL | |
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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

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Crockett Todd</u> (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 <u>ZoomInfo Technologies Inc. [ZI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2021 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | 02/12/2021 | | C | | 45,336 | A | (1) | 45,336 | I | See Footnotes(2)(3) |
| Class A Common Stock | 02/12/2021 | | C | | 1,171 | A | (1) | 1,171 | I | See Footnotes(3)(4) |
| Class A Common Stock | 02/12/2021 | | C | | 7,830 | A | (1) | 7,830 | I | See Footnotes(3)(5) |
| Class A Common Stock | 02/12/2021 | | C | | 1,684 | A | (1) | 1,684 | I | See Footnotes(3)(6) |
| Class A Common Stock | 02/12/2021 | | C | | 56 | A | (1) | 56 | I | See Footnotes(3)(7) |
| Class A Common Stock | 02/12/2021 | | C | | 2,965 | A | (1) | 2,965 | I | See Footnotes(3)(8) |
| Class A Common Stock | 02/12/2021 | | C | | 2,660 | A | (1) | 2,660 | I | See Footnotes(3)(9) |
| Class A Common Stock | 02/12/2021 | | C | | 224 | A | (10) | 224 | I | See Footnotes(3)(11) |
| Class A Common Stock | 02/12/2021 | | C | | 11,859 | A | (10) | 11,859 | I | See Footnotes(3)(12) |
| Class A Common Stock | 02/12/2021 | | C | | 10,640 | A | (10) | 10,640 | I | See Footnotes(3)(13) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 45,336 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(2)(3) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 1,171 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(4) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 7,830 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(5) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 1,684 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(6) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 56 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(7) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 2,965 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(8) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 2,660 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(9) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 224 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(11) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 11,859 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(12) |
| Class A Common Stock | 02/12/2021 | | S ⁽¹⁴⁾ | | 10,640 | D | \$58.0632 ⁽¹⁵⁾ | 0 | I | See Footnotes(3)(13) |

**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 | | | | |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 45,336 | (16) | (16) | Class A Common Stock | 45,336 | \$0.00 | 55,849,419 | I | See Footnotes ⁽²⁾⁽³⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 1,171 | (16) | (16) | Class A Common Stock | 1,171 | \$0.00 | 1,441,773 | I | See Footnotes ⁽³⁾⁽⁴⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 7,830 | (16) | (16) | Class A Common Stock | 7,830 | \$0.00 | 9,645,142 | I | See Footnotes ⁽³⁾⁽⁵⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 1,684 | (16) | (16) | Class A Common Stock | 1,684 | \$0.00 | 2,074,223 | I | See Footnotes ⁽³⁾⁽⁶⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 56 | (16) | (16) | Class A Common Stock | 56 | \$0.00 | 68,871 | I | See Footnotes ⁽³⁾⁽⁷⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 2,965 | (16) | (16) | Class A Common Stock | 2,965 | \$0.00 | 3,652,257 | I | See Footnotes ⁽³⁾⁽⁸⁾ |
| Units of ZoomInfo Holdings LLC | (16) | 02/12/2021 | | C | | | 2,660 | (16) | (16) | Class A Common Stock | 2,660 | \$0.00 | 3,276,697 | I | See Footnotes ⁽³⁾⁽⁹⁾ |
| Class C Common Stock | (17) | 02/12/2021 | | C | | | 224 | (17) | (17) | Class A Common Stock | 224 | \$0.00 | 275,491 | I | See Footnotes ⁽³⁾⁽¹¹⁾ |
| Class C Common Stock | (17) | 02/12/2021 | | C | | | 11,859 | (17) | (17) | Class A Common Stock | 11,859 | \$0.00 | 14,609,029 | I | See Footnotes ⁽³⁾⁽¹²⁾ |
| Class C Common Stock | (17) | 02/12/2021 | | C | | | 10,640 | (17) | (17) | Class A Common Stock | 10,640 | \$0.00 | 13,106,795 | I | See Footnotes ⁽³⁾⁽¹³⁾ |

Explanation of Responses:

- Units of ZoomInfo Holdings LLC ("Opco"), which represent limited liability company units of Opco and a corresponding number of shares of Class B Common Stock of the Issuer, were exchanged on a one-for-one basis for shares of Class A Common Stock of the Issuer pursuant to the amended and restated limited liability company agreement of Opco.
- Securities are held by TA XI DO AIV, L.P. ("XI DO AIV").
- TA Associates, L.P. is the ultimate general partner of each of XI DO, SDF III Feeder, Atlantic & Pacific VII-B, XI DO AIV, SDF III DO, Atlantic & Pacific VII-A, Investors IV, AP VII-B, SDF III DO AIV II and XI DO AIV II (collectively, the "TA Associates Funds"). Investment and voting control of the TA Associates Funds is held by TA Associates, L.P. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest in such securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- Securities are held by TA SDF III DO AIV, L.P. ("SDF III DO").
- Securities are held by TA Atlantic & Pacific VII-A, L.P. ("Atlantic & Pacific VII-A").
- Securities are held by TA Investors IV, L.P. ("Investors IV").
- Securities are held by TA SDF III DO AIV II, L.P. ("SDF III DO AIV II").
- Securities are held by TA XI DO AIV II, L.P. ("XI DO AIV II").
- Securities are held by TA AP VII-B DO Subsidiary Partnership, L.P. ("AP VII-B").
- Shares of the Issuer's Class C Common Stock were converted on a one-for-one basis for shares of Class A Common Stock of the Issuer.
- Securities are held by TA SDF III DO Feeder, L.P. ("SDF III Feeder").
- Securities are held by TA XI DO Feeder, L.P. ("XI DO").
- Securities are held by TA Atlantic & Pacific VII-B, L.P. ("Atlantic & Pacific VII-B").
- The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted on December 6, 2020.
- Reflects a weighted-average sale price. The shares were sold in multiple transactions at prices ranging from \$58.00 to \$58.36. The Reporting Persons will provide upon request to the Securities and Exchange Commission, the Company or security holder of the Company, full information regarding the number of shares sold at each separate price.
- Units of Opco represent limited liability company units of Opco and a corresponding number of shares of Class B Common Stock of the Issuer, which together are exchangeable at the option of the holder on a one-for-one basis for shares of Class A Common Stock of the Issuer, subject to customary conversion rate adjustments for stock splits, stock dividends, and reclassifications, pursuant to the amended and restated limited liability company agreement of Opco and have no expiration date. The shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof and (ii) only confer ten-to-one voting rights on the holders thereof.
- The Class C Common Stock is convertible at the option of the holder on a one-for-one basis for shares of Class A Common Stock of the Issuer and has no expiration date. Upon any transfer of shares of Class C Common Stock, whether or not for value, each such transferred share will automatically convert into one share of Class A Common Stock, except for certain transfers described in the Issuer's amended and restated certificate of incorporation. The shares of Class C Common Stock will convert automatically into Class A Common Stock, on a one-for-one basis, when the aggregate number of outstanding shares of the Company's Class B Common Stock and Class C Common Stock represents less than 5% of the aggregate number of the Company's outstanding shares of Common Stock. The shares of Class C Common Stock have ten votes per share.

Remarks:

/s/ Todd Crockett

02/17/2021

** 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.

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