
**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): October 6, 2011

ZAYO GROUP, LLC

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-169979

(Commission File Number)

26-201259

(IRS Employer Identification No.)

**400 Centennial Parkway,
Suite 200, Louisville, CO**

(Address of principal executive offices)

80027

(Zip Code)

Registrant's telephone number, including area code: **(303) 381-4683**

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))
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Section 1 — Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

On October 6, 2011, Zayo Group, LLC (“Zayo”) entered into a Stock Purchase Agreement (the “Agreement”) with 360 Networks Corporation, a British Columbia corporation; 360 Networks (fiber holdco) Ltd., a British Columbia corporation; and 360 Networks (fiber subco) Ltd., a British Columbia corporation (collectively, the “Sellers”).

Upon the close of the transaction contemplated by the Agreement, Zayo will acquire 100 percent of the outstanding capital stock of 360networks Holdings (USA) Inc., (“360networks”) a Nevada corporation and a wholly owned subsidiary of the Sellers (the “Acquisition”). The purchase price, subject to certain adjustments at closing and post-closing, is \$345,000,000. The Agreement is subject to customary closing conditions (including regulatory approval) and provides for customary representations, warranties, covenants and agreements, including, among others, that each party will use commercially reasonable efforts to complete the acquisition.

In connection with the Agreement, Zayo has obtained a debt commitment letter that, subject to customary closing conditions, commits certain lenders to provide financing for Zayo in an amount sufficient to permit Zayo, together with cash on hand, to make all payments required to be made to the Sellers in connection with the closing of the Acquisition.

360networks operates over 18,000 route miles of intercity and metro fiber network across 22 states and British Columbia. 360networks’ intercity network interconnects over 70 markets across the central and western United States, including 23 Zayo fiber markets and a number of new markets such as Albuquerque, Bismarck, Des Moines, San Francisco, San Diego and Tucson. In addition to its intercity network, 360networks operates over 800 route miles of metropolitan fiber networks across 26 markets, including Seattle, Denver, Colorado Springs, Omaha, Sacramento, and Salt Lake City. The resulting combined fiber network will total over 42,000 route miles and nearly two million fiber miles.

On October 7, 2011, Zayo issued a press release announcing the foregoing agreement. A copy of the press release is attached hereto as Exhibit 99.1

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibit is furnished with this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 7, 2011

The information contained in Exhibits 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Portions of this report may constitute “forward-looking statements” as defined by federal law. Although the Company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Litigation Reform Act of 1995. Additional information about issues that could lead to material changes in the Company’s performance is contained in the Company’s filings with the Securities and Exchange Commission.

In addition, investors should take into consideration, with respect to the Company, those risks and uncertainties discussed in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2011, including those under the heading “Risk Factors.”

SIGNATURE

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.

ZAYO GROUP, LLC

By: /s/ Ken desGarenes
 Ken desGarenes
 Chief Financial Officer

DATED: October 13, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 7, 2011



ZAYO GROUP TO ACQUIRE 360NETWORKS

Acquisition nearly doubles the reach of Zayo's fiber network

LOUISVILLE, CO and Seattle, WA — October 7, 2011 — Zayo Group executed a definitive agreement to acquire Seattle-based 360networks holdings (USA) inc. ("360networks"), a leading provider of fiber network and telecom services. The acquisition combines highly complementary assets — Zayo's deep metropolitan fiber networks across 60 US metropolitan markets and 360networks' unique intercity fiber network spanning the central and western United States. 360networks will be the largest of the 17 acquisitions made by Zayo since its inception in 2007.

"The combination with 360networks marks a new chapter for Zayo, one in which we emerge as a national provider of Bandwidth Infrastructure services," said Dan Caruso, President and CEO of Zayo Group. "The near doubling of the network allows us to provide a greater range of solutions, both in terms of markets served and ability to interconnect services across the markets."

360networks operates over 18,000 route miles of intercity and metro fiber network across 22 states and British Columbia. 360networks' intercity network interconnects over 70 markets across the central and western United States, including 24 Zayo fiber markets and a number of new markets such as Albuquerque, Bismarck, Des Moines, San Diego, San Francisco and Tucson. In addition to its intercity network, 360networks operates over 800 route miles of metropolitan fiber networks across 25 markets, including Seattle, Denver, Colorado Springs, Omaha, Sacramento, and Salt Lake City. The resulting combined fiber network will total over 42,000 route miles and nearly two million fiber miles.

360networks' primary product and customer set mirrors Zayo's focus on providing Bandwidth Infrastructure services (including lit and dark fiber solutions) to large bandwidth consumers including wireless and wireline carriers, cable providers, large enterprise and public sector customers. 360networks is also a leading provider of wholesale voice-over-IP ("VOIP") services. Zayo Group, LLC previously spun-off its voice operations into a separate entity, Onvoy Voice Services ("OVS"), in order to maintain focus on its Bandwidth Infrastructure business. Zayo plans to spin-off the 360networks VOIP operations to OVS, increasing its coverage and scale as a national voice services provider.

"The employees of 360networks are doing a fantastic job in growing their business," Caruso added. "They will be an integral part of the combined company."

"We view this combination as creating a great opportunity for customers, employees and shareholders," said Chris Mueller, 360networks' Vice Chairman. "The assets and talent of these two companies will create a unique capability to meet the growing needs of bandwidth intensive customers."

The transaction, subject to customary approvals, is expected to close by early 2012. The financial terms have not been disclosed.

About Zayo

Based in Louisville, Colo., privately owned Zayo Group (www.zayo.com) is a national provider of fiber-based bandwidth infrastructure and network-neutral colocation and interconnection services. Zayo serves wireline and wireless carriers, data centers, internet content and services companies, high bandwidth enterprises as well as federal, state and local government agencies. Zayo provides these services over regional, metro and fiber-to-the-tower networks. Zayo's network assets include over 24,000 route miles, connecting 153 markets across 31 states plus Washington D.C. Additionally, Zayo has approximately 4,400 buildings and 2,000 cell towers on-net, and over 170,000 square feet of colocation space. Zayo was recently named one of the Denver-areas Fastest Growing Private Companies by the Denver Business Journal.



About 360networks

360networks is a full service wholesale provider of Private Line Transport, Ethernet, IP, and VoIP services, on its fiber optic backbone. Its facilities-based network provides deep coverage, spanning approximately 18,500 miles to over 70 tier 1 to 4 U.S. markets (in Arizona, California, Colorado, Idaho, Illinois, Iowa, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Texas, Utah, Washington, and Wyoming) and British Columbia. 360networks helps the nation's voice, data and web-based application and service providers to quickly pursue next generation strategies, migrate from legacy networks, grow into new markets and services, and increase network diversity. www.360networks.com.

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Media Contacts

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