

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL
OMB Number: 3235-0101 Expires: May 31, 2017 Estimated average burden hours per response 1.00
SEC USE ONLY DOCUMENT SEQUENCE NO.
CUSIP NUMBER

1 (a) NAME OF ISSUER <i>(Please type or print)</i> ZoomInfo Technologies Inc.		(b) IRS IDENT. NO. 84-3721253	(c) S.E.C. FILE NO. 001-39310	WORK LOCATION
1 (d) ADDRESS OF ISSUER 805 Broadway Street, Suite 900, Vancouver, Washington 98660		CITY STATE ZIP CODE		(e) TELEPHONE NO. AREA CODE NUMBER 800 914-1220
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD David Randall Winn ⁽¹⁾		RELATIONSHIP TO ISSUER Director, Stockholder	(c) ADDRESS STREET 7900 Glades Road, Suite 540, Boca Raton, Florida 33434	
			CITY STATE ZIP CODE	

***INSTRUCTION:** The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Class A Common Stock	Morgan Stanley 1585 Broadway, 4th Floor New York, NY 10036		5,000,000	\$276,250,000	83,615,501	2/24/2021	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
 - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	2/24/2021	Acquired by certain Reporting Persons upon conversion of Class C Common Stock and limited liability company units of ZoomInfo Holdings LLC (“OpCo Units”) on a one-for-one basis and for no additional consideration.	Acquired directly from issuer	805,168 shares of Class A Common Stock acquired upon conversion of 25,570 shares of Class C Common Stock and 779,598 OpCo Units	May 2018	Cash Payment
Class A Common Stock	2/24/2021	Acquired by certain Reporting Persons upon conversion of OpCo Units on a one-for-one basis and for no additional consideration.	Acquired directly from issuer	263,848 shares of Class A Common Stock acquired upon conversion of 263,848 OpCo Units	December 2014	Cash Payment
Class A Common Stock	2/24/2021	Acquired by the Carlyle Group upon conversion of Class C Common Stock and OpCo Units on a one-for-one basis and for no additional consideration.	Acquired directly from issuer	3,930,984 shares of Class A Common Stock acquired upon conversion of 1,970,945 Class C Common Stock and 1,960,039 OpCo Units ⁽²⁾	March 2018	Cash Payment

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
David Randall Winn 6495 Enclave Way Boca Raton, FL 33496	Class A Common Stock	12/4/2020 ⁽³⁾	83,260	\$3,653,032.50
FiveW DiscoverOrg, LLC 6495 Enclave Way Boca Raton, FL 33496	Class A Common Stock	12/4/2020 ⁽³⁾	313,338	\$13,747,704.75
22C Capital I-A, L.P. 445 Park Avenue 13th Floor New York, NY 10022	Class A Common Stock	12/4/2020 ⁽³⁾	31,748	\$1,392,943.50
22C Magellan Holdings LLC 445 Park Avenue 13th Floor New York, NY 10022	Class A Common Stock	12/4/2020 ⁽³⁾	1,178,529	\$51,707,959.88
Carlyle Group 1001 Pennsylvania Avenue NW Suite 220 South Washington, DC 20004	Class A Common Stock	12/4/2020 ⁽³⁾	5,908,798	\$259,248,512.25

REMARKS:

- (1) This Form 144 relates to shares being sold by David Randall Winn as well as the following three entities, which are deemed the same “person” as Mr. Winn pursuant to Rule 144(a)(2)(iii) and are filing this Form 144 with Mr. Winn: 22C Capital I-A, L.P., 22C Magellan Holdings LLC and FiveW DiscoverOrg LLC (together with Mr. Winn, the “Reporting Persons”). The address of each of 22C Capital I-A, L.P., 22C Magellan Holdings LLC and FiveW DiscoverOrg LLC is 7900 Glades Road, Suite 540, Boca Raton, Florida 33434. In addition, for purposes of Rule 144(e), the Reporting Persons may be deemed to be acting in concert with Carlyle Partners VI Dash Holdings, L.P., Carlyle Partners VI Evergreen Holdings, L.P., and CP VI Evergreen Holdings, L.P. (the “Carlyle Group”). Accordingly, this Form 144 also relates to shares being sold by the Carlyle Group, who are separately filing Form 144.
- (2) Includes 1,960,039 shares to be sold by Carlyle Partners VI Evergreen Holdings, L.P. and 1,970,945 shares to be sold by CP VI Evergreen Holdings, L.P.
- (3) These securities were sold pursuant to an effective registration statement under the Securities Act of 1933, as amended, and thus are excluded from the Rule 144(e) trading volume limitation calculation pursuant to Rule 144(e)(3)(vii)(A).

INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

2/24/2021

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

See attached

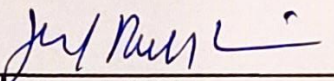
(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)

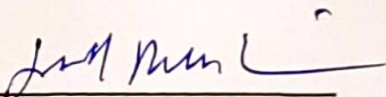
SIGNATURES



David Randall Winn

22C Capital I-A, L.P

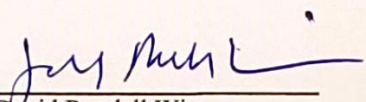
By: 22C Capital GP I, L.L.C., its general partner
By: 22C Capital GP I MM LLC, its managing member

By: 

Name: David Randall Winn
Title: Member of 22C Capital GP I MM LLC

FiveW DiscoverOrg LLC

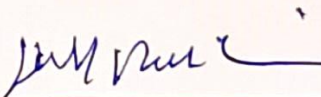
By: FiveW Capital LLC, its managing member

By: 

Name: David Randall Winn
Title: Managing Member of FiveW Capital LLC

By: _____
Name: Eric Edell
Title: Member of 22C Capital GP I MM LLC

22C Magellan Holdings LLC

By: 

Name: David Randall Winn
Title: Authorized Signatory

By: _____
Name: Eric Edell
Title: Authorized Signatory

SIGNATURES

David Randall Winn

22C Capital I-A, L.P

By: 22C Capital GP I, L.L.C., its general partner

By: 22C Capital GP I MM LLC, its managing member

By: _____

Name: David Randall Winn

Title: Member of 22C Capital GP I MM LLC

By:  _____

Name: Eric Edell

Title: Member of 22C Capital GP I MM LLC

FiveW DiscoverOrg LLC

By: FiveW Capital LLC, its managing member

By: _____

Name: David Randall Winn

Title: Managing Member of FiveW Capital LLC

22C Magellan Holdings LLC

By: _____

Name: David Randall Winn

Title: Authorized Signatory

By:  _____

Name: Eric Edell

Title: Authorized Signatory