

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>ABRY PARTNERS LLC</u> <hr/> (Last) (First) (Middle) C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, SUITE 1600 <hr/> (Street) BOSTON MA 02199 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2020	3. Issuer Name and Ticker or Trading Symbol <u>Rackspace Technology, Inc. [ RXT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)
Common Stock	22,245,029 <sup>(1)</sup>	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>

**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			

1. Name and Address of Reporting Person\*  
ABRY PARTNERS LLC  


---

 (Last) (First) (Middle)  
 C/O ABRY PARTNERS, LLC  
 888 BOYLSTON STREET, SUITE 1600  


---

 (Street)  
 BOSTON MA 02199  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DPH 123, LLC  


---

 (Last) (First) (Middle)  
 C/O ABRY PARTNERS, LLC  
 888 BOYLSTON STREET, SUITE 1600  


---

 (Street)  
 BOSTON MA 02199  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

ACE Investment Holdings, LLC

(Last) (First) (Middle)

C/O ABRY PARTNERS, LLC  
888 BOYLSTON STREET, SUITE 1600

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ABRY PARTNERS II, LLC

(Last) (First) (Middle)

C/O ABRY PARTNERS, LLC  
888 BOYLSTON STREET, SUITE 1600

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

YUDKOFF ROYCE

(Last) (First) (Middle)

C/O ABRY PARTNERS, LLC  
888 BOYLSTON STREET, SUITE 1600

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KOENIG PEGGY

(Last) (First) (Middle)

C/O ABRY PARTNERS, LLC  
888 BOYLSTON STREET, SUITE 1600

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Grossman Jay M.

(Last) (First) (Middle)

C/O ABRY PARTNERS, LLC  
888 BOYLSTON STREET, SUITE 1600

(Street)

BOSTON MA 02199

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 is being filed by the Reporting Persons on the effective date of the initial public offering (the "IPO") of Rackspace Technology, Inc. ("Rackspace") to report shares beneficially owned directly or indirectly by the Reporting Persons prior to the IPO. No new shares of Rackspace were issued to the Reporting Persons in the IPO.

2. 12,453,029 of the shares reported herein are owned directly by DPH 123, LLC. The remaining 9,792,000 of the shares reported herein are owned directly by ACE Investment Holdings, LLC.

3. ABRY Partners VII, L.P., ABRY Partners VII Co-Investment Fund, L.P., ABRY Senior Equity III, L.P., ABRY Senior Equity III Co-Investment Fund, L.P., ABRY Advanced Securities Fund, L.P., ABRY Advanced Securities Fund II, L.P. and ABRY Investment Partnership, L.P. (collectively the "ABRY Funds") are entitled to a majority of the votes at any meeting of the board of directors of DPH 123, LLC. The ABRY Funds are managed and/or controlled by ABRY Partners, LLC ("ABRY I") and ABRY Partners II, LLC ("ABRY II") and/or their respective affiliates. (continued in footnote 4)

4. (continued from footnote 3) Royce Yudkoff, as managing member of ABRY I and sole member of certain of its affiliates, has the right to exercise investment and voting power on behalf of ABRY Senior Equity III, L.P., ABRY Senior Equity III Co-Investment Fund, L.P., Advanced Securities Fund, L.P., ABRY Advanced Securities Fund II, L.P. and ABRY Investment Partnership, L.P. Peggy Koenig and Jay Grossman, as equal members of ABRY II and of certain of its affiliates, have the right to exercise investment and voting power on behalf of ABRY Partners VII, L.P., and ABRY Partners VII Co-Investment Fund, L.P.

5. The board of directors of ACE Investment Holdings, LLC consists of representatives of ABRY Partners VIII, L.P., ABRY Partners VIII Co-Investment Fund, L.P., and ABRY Investment Partnership, L.P. These investment funds are also managed and/or controlled by ABRY I and ABRY II and/or their respective affiliates. Royce Yudkoff, as managing member of ABRY I and sole member of certain of its affiliates, has the right to exercise investment and voting power on behalf of ABRY Investment Partnership, L.P. Peggy Koenig and Jay Grossman, as equal members of ABRY II and certain of its affiliates, have the right to exercise investment and voting power on behalf of ABRY Partners VIII, L.P. and ABRY Partners VIII Co-Investment Fund, L.P.

6. Each of ABRY I, ABRY II, Royce Yudkoff, Peggy Koenig and Jay Grossman disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, and the inclusion of the shares reported herein in any Section 16 report by such Reporting Persons shall not be deemed to be an admission of beneficial ownership of the shares reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

**Remarks:**

Exhibit 24 - Power of Attorney

ABRY PARTNERS, LLC,  
/s/ Kostas Sofronas, By: 08/04/2020  
Kostas Sofronas, Attorney-  
in-Fact  
DPH 123, LLC, /s/ Kostas  
Sofronas, By: Kostas 08/04/2020  
Sofronas, Attorney-in-Fact  
ACE INVESTMENT  
HOLDINGS, LLC, /s/  
Kostas Sofronas, By: 08/04/2020  
Kostas Sofronas, Attorney-  
in-Fact  
ABRY PARTNERS II,  
LLC, /s/ Kostas Sofronas, 08/04/2020  
By: Kostas Sofronas,  
Attorney-in-Fact  
ROYCE YUDKOFF, /s/  
Kostas Sofronas, By: 08/04/2020  
Kostas Sofronas, Attorney-  
in-Fact  
PEGGY KOENIG, /s/  
Kostas Sofronas, By: 08/04/2020  
Kostas Sofronas, Attorney-  
in-Fact  
JAY GROSSMAN, /s/  
Kostas Sofronas, By: 08/04/2020  
Kostas Sofronas, Attorney-  
in-Fact

\*\* 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 hereby constitutes and appoints each of and, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as General Counsel and Chief Operating Officer of ABRY Partners, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of Rackspace Technology, Inc.;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

---

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of August, 2020.

DPH 123, LLC  
/s/ Brian St. Jean  
Name: Brian St. Jean 08/04/2020  
Title: Vice President

ACE INVESTMENT HOLDINGS, LLC  
/s/ Brian St. Jean  
Name: Brian St. Jean 08/04/2020  
Title: Vice President

ABRY PARTNERS, LLC  
/s/ Kostas Sofronas  
Name: Kostas Sofronas 08/04/2020  
Title: Authorized Person

ABRY PARTNERS II, LLC  
/s/ Kostas Sofronas  
Name: Kostas Sofronas 08/04/2020  
Title: Authorized Person

ROYCE YUDKOFF  
/s/ Royce Yudkoff 08/04/2020

PEGGY KOENIG  
/s/ Peggy Koenig 08/04/2020

JAY GROSSMAN  
/s/ Jay Grossman 08/04/2020

---