

Endurance International Group Holdings, Inc.
 Form 4
 November 26, 2014

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Reedy Chandler

2. Issuer Name and Ticker or Trading Symbol
 Endurance International Group Holdings, Inc. [EIGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Stock, \$0.0001 par value per share ("Common Stock") | 11/26/2014 | | S | | 7,912,515 (1) (2) | D | See footnotes (5) (6) |
| | | | | | \$ 13.92 (3) | | |
| | | | | | 56,766,042 (4) | I | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Reedy Chandler C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ Chandler J. Reedy 11/26/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- This Form 4 is being filed in connection with a registered offering of Endurance International Group Holdings, Inc., a Delaware corporation (the "Issuer"), that closed on November 26, 2014 (the "Offering"). Pursuant to an Underwriting Agreement, dated November 20, 2014 (the "Underwriting Agreement"), by and among the Issuer, the Selling Stockholders named in Schedule II thereto and Goldman,
- (1) Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule I thereto, Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), and WP Expedition Co-Invest L.P. ("WP Co-Invest") agreed to sell 5,645,836, 180,620 and 2,086,059 shares of Common Stock, respectively, in the Offering.
 - (2) (Continued from footnote 1) The material terms of the Offering are described in the final prospectus, dated November 21, 2014, filed by the Issuer with the U.S. Securities and Exchange Commission on November 21, 2014.
 - (3) Represents the \$14.50 public offering price per share of Common Stock of the Issuer, less the underwriting discount of \$0.58 per share of Common Stock in connection with the Offering.

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- (4) Represents shares of Common Stock of the Issuer held by the following entities: 40,504,409 by WP X, 1,295,806 by WP X Partners and 14,965,827 by WP Co-Invest.

Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of WP X and WP X Partners (WP X Partners, together with WP X, the "WP X Funds"). Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X LP. WPP GP LLC, a Delaware limited liability company ("WPP GP") is the general partner of WP X GP.

- (5) Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP and the general partner of WP Co-Invest. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP") is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP X Funds.

Chandler J. Reedy, the reporting person, a director of the Issuer, is a partner of WP and a Managing Director and Member of WP LLC.

- (6) As such, Mr. Reedy may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Exchange Act) in an indeterminate portion of the securities reported as beneficially owned by the WP X Funds and WP Co-Invest. Mr. Reedy disclaims beneficial ownership of such securities, except to the extent of any direct pecuniary interest therein. Mr. Reedy does not directly own any shares of Common Stock of the Issuer.

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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