

Endurance International Group Holdings, Inc.
 Form 4
 December 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Bridge Street 2011 Offshore, L.P.

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)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26-05:00/2014

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

NEW YORK, NY 10282

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

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

(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 | (A) or (D) | Price |
| Common Stock | 11/26-05:00/2014 | | S | | 2,551,046 (4) (5) | D | \$ 13.92 |
| | | | | | 18,301,729 (6) (7) (8) | I | |

See footnotes
 (1) (2) (3)
 (4) (5) (6)
 (7) (8) (9)

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

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SEC 1474
 (9-02)

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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 Following Transaction (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

Bridge Street 2011 Offshore, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Advisors VI, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GSCP VI Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GSCP VI Offshore Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
200 WEST STREET
NEW YORK, NY 10282

MBD Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

MBD 2011 Offshore Advisors, Inc.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2011 Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2011 Offshore Advisors, Inc.
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/01-05:00/2014

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
 Attorney-in-fact 12/01-05:00/2014

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/s/ Kevin P. Treanor,
 Attorney-in-fact 12/01-05:00/2014

__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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Fund, L.P. ("GS Cap Partners VI"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), MBD 2011 Holdings, L.P. ("MBD Holdings"), Bridge Street 2011, L.P. ("Bridge Street"), Bridge Street 2011 Offshore, L.P. ("Bridge Street Offshore" and, together with GS Parallel, GS Offshore, GS Cap Partners VI, GS Germany, MBD Holdings, and Bridge Street, the "GS Funds"), MBD 2011, L.P. ("MBD"), MBD 2011 Offshore, L.P. ("MBD Offshore"), (continued in next footnote).

(2) GS Advisors VI, L.L.C. ("GS Advisors VI"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), MBD Advisors, L.L.C. ("MBD Advisors"), MBD 2011 Offshore Advisors, Inc. ("MBD Offshore Advisors"), Bridge Street 2011 Advisors L.L.C. ("Bridge Street Advisors"), and Bridge Street 2011 Offshore Advisors, Inc. ("Bridge Street Offshore Advisors" and, together with GS Group, Goldman

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Sachs, the GS Funds, GS Advisors VI, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, MBD, MBD Offshore, MBD Advisors, MBD Offshore Advisors, and Bridge Street Advisors, the "Reporting Persons").

- (3) Due to the electronic system's limitation of 10 Reporting Person per joint filing, this statement is being filed in duplicate.

Pursuant to an underwriting agreement, dated November 20, 2014 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Endurance International Group Holdings, Inc., pursuant to the final prospectus dated November 21, 2014, which offering was consummated on November 26, 2014, the

- (4) GS Funds sold an aggregate of 2,120,689 shares of Common Stock. GS Cap Partners VI sold 917,924 shares of Common Stock, GS Offshore sold 763,497 shares of Common Stock, GS Parallel sold 252,413 shares of Common Stock, GS Germany sold 32,623 shares of Common Stock, Bridge Street sold 73,692 shares of Common Stock, Bridge Street Offshore sold 32,343 shares of Common Stock, and MBD Holdings sold 48,197 shares of Common Stock.

On November 21, 2014, the underwriters exercised their option under the Underwriting Agreement to purchase additional shares of Common Stock from the selling stockholders. Pursuant to such option to purchase additional shares of Common Stock, the GS Funds sold

- (5) an aggregate of 430,357 additional shares of Common Stock. GS Cap Partners VI sold 186,278 shares of Common Stock, GS Offshore sold 154,938 shares of Common Stock, GS Parallel sold 51,223 shares of Common Stock, GS Germany sold 6,620 shares of Common Stock, Bridge Street sold 14,954 shares of Common Stock, Bridge Street Offshore sold 6,563 shares of Common Stock, and MBD Holdings sold 9,781 shares of Common Stock.

Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the 18,301,729 shares of Common Stock beneficially owned directly by the GS Funds because affiliates of Goldman Sachs and GS Group are the general partner, managing

- (6) limited partner, managing general partner, managing partner, managing member or member of each of the GS Funds. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

GS Parallel beneficially owns directly 2,178,350 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Parallel's general partner, GS Advisors VI. GS Offshore beneficially owns directly 6,589,044 shares of Common Stock, which may be

- (7) deemed to be beneficially owned indirectly by GS Offshore's general partner, GSCP VI Offshore Advisors. GS Cap Partners VI beneficially owns directly 7,921,762 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Cap Partners VI's general partner, GSCP VI Advisors. GS Germany beneficially owns directly 281,539 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Germany's general partner, GS GmbH. MBD Holdings beneficially owns directly 415,948 shares of Common Stock, which may be deemed to be beneficially owned indirectly by MBD Holdings' general partner, MBD Offshore Advisors.

MBD, a limited partner of MBD Holdings, and MBD's general partner, MBD Advisors, each may be deemed to beneficially own indirectly 320,307 shares of Common Stock by reason of the direct beneficial ownership of such shares by MBD Holdings. MBD

- (8) Offshore, a limited partner of MBD Holdings, and MBD Offshore's general partner, MBD Offshore Advisors, each may be deemed to beneficially own indirectly 95,641 shares of Common Stock by reason of the direct beneficial ownership of such shares by MBD Holdings. Bridge Street beneficially owns directly 635,965 shares of Common Stock, which may be deemed to be beneficially owned indirectly by Bridge Street's general partner, Bridge Street Advisors. Bridge Street Offshore beneficially owns directly 279,121 shares of Common Stock, which may be deemed to be beneficially owned indirectly by Bridge Street Offshore's general partner, Bridge Street Offshore Advisors.

- (9) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.

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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