

Endurance International Group Holdings, Inc.
 Form 4
 August 08, 2016

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 *
SADRIAN JUSTIN

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)

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

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

08/04/2016

(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 Beneficial Ownership (Instr. 4)
Common Stock, \$0.0001 par value per share ("Common Stock")	08/04/2016		P	259,000 (1) A	\$ 6.74 47,956,956	I	See footnotes (5) (6)
Common Stock	08/05/2016		P	200,000 (2) A	\$ 6.85 48,156,956	I	See footnotes (5) (6)
	08/08/2016		P	A		I	

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Common Stock	207,000 <u>(3)</u>	\$ 48,363,956 7.03 <u>(4)</u>	See footnotes <u>(5)</u> <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SADRIAN JUSTIN C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

Signatures

/s/ Justin L. Sadrian 08/08/2016

**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) Represents the number of shares of Common Stock of Endurance International Group Holdings, Inc. (the "Issuer") that Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership

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("WP X Partners," together with WP X, the "WP X Funds"), purchased in multiple transactions in the open market: 250,971 by WP X and 8,029 by WP X Partners.

- (2) Represents the number of shares of Common Stock of the Issuer that the WP X Funds purchased in multiple transactions in the open market: 193,800 by WP X and 6,200 by WP X Partners.
- (3) Represents the number of shares of Common Stock of the Issuer that the WP X Funds purchased in multiple transactions in the open market: 200,583 by WP X and 6,417 by WP X Partners.
- (4) Represents shares of Common Stock of the Issuer held by the following entities: 34,679,390 by WP X, 1,109,454 by WP X Partners and 12,575,112 by WP Expedition Co-Invest L.P., a Delaware limited partnership ("WP Co-Invest").

Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of 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. 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.

- (5) Justin L. Sadrian, the reporting person, a director of the Issuer, is a Partner of WP and a Managing Director and Member of WP LLC. As such, Mr. Sadrian 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. Sadrian disclaims beneficial ownership of such securities, except to the extent of any direct pecuniary interest therein. Mr. Sadrian 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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