Endurance International Group Holdings, Inc. Form 4 August 19, 2016 FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Check this box

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

Common

1. Name and Address of Reporting Person <u>*</u> Neary James		Symbol Enduran	Name <b>and</b> Ticker or Trading nce International Group (s, Inc. [EIGI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (M BURG PINCUS LL DN AVENUE	iddle) 3. Date of (Month/D	Earliest Transaction ay/Year)	X_Director10% Owner Officer (give titleOther (specify below) below)			
(Street) NEW YORK, NY 10017			ndment, Date Original tth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities A	quired, 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)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				

Stock, \$0.0001 par value per share ("Common Stock")	08/17/2016	Р	163,000 A	\$ 7.7	49,407,956	I	See footnotes $(4)$ $(5)$
Common Stock	08/19/2016	Р	$\frac{200,000}{(2)}$ A	\$ 7.67	49,607,956 (3)	Ι	See footnotes $(4)$ (5)

OMB APPROVAL

Estimated average

burden hours per

Number:

Expires:

response...

3235-0287

January 31,

2005

0.5

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>				
	Director	10% Owner	Officer	Other
Neary James C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Х			
Signatures				
/s/ James C. 08/ Neary	19/2016			

**Explanation of Responses:** 

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X"), and Warburg Pincus X Partne

- (1) ("WP X Partners," together with WP X, the "WP X Funds"), purchased in multiple transactions in the open market: 157,947 by WP X and 5,053 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)

\*\*Signature of

Reporting Person

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Represents shares of Common Stock of the Issuer held by the following entities: 35,884,826 by WP X, 1,148,018 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

(4) 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.

James C. Neary, 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. Neary may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Exchange Act) in an

(5) indeterminate portion of the securities reported as beneficially owned by the WP X Funds and WP Co-Invest. Mr. Neary disclaims beneficial ownership of such securities, except to the extent of any direct pecuniary interest therein. Mr. Neary 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. 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 number.