

Endurance International Group Holdings, Inc.

Form 4

August 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ravichandran Hari K

(Last) (First) (Middle)

C/O ENDURANCE INT'L GROUP
HOLDINGS, INC., 10
CORPORATE DRIVE, SUITE 300

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2016		A		623,604	A	<u>11</u>	5,942,923	D	
Common Stock								217,309	I	By The 2013 Ravichandran Family GST Trust ⁽²⁾
Common Stock								212,141	I	By The Hari Ravichandran 2014 Grantor Retained

Common Stock	461,228	I	Annuity Trust (3) By The Hari Ravichandran 2015 Grantor Retained Annuity Trust (4)
Common Stock	230,489	I	By the Ravichandran 2011 Family Trust (5)

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

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SEC 1474
(9-02)

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. 6)
				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
Ravichandran Hari K C/O ENDURANCE INT'L GROUP HOLDINGS, INC. 10 CORPORATE DRIVE, SUITE 300 BURLINGTON, MA 01803	X		CEO	

Signatures

/s/ Lara Mataac,
attorney-in-fact

08/02/2016

__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).

Represents restricted shares granted on September 18, 2015 under the issuer's 2013 Stock Incentive Plan subject to the issuer's satisfaction of performance targets. The transaction date represents the date on which the issuer's Compensation Committee determined the extent to which the performance targets were achieved during the quarterly and annual period ended June 30, 2016. The shares are also subject to a

- (1) time-based vesting requirement and shall vest on June 30, 2018 (the "Vesting Date") so long as Mr. Ravichandran is employed by the issuer on the Vesting Date. The shares are subject to accelerated vesting in the event of a change in control of the issuer or Mr. Ravichandran's termination of employment by reason of death or disability, without cause, or resignation by Mr. Ravichandran for good reason.

- (2) Mr. Ravichandran is the grantor of The 2013 Ravichandran Family GST Trust. Mr. Ravichandran disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) Mr. Ravichandran is the grantor and trustee of The Hari Ravichandan 2014 Grantor Retained Annuity Trust. Mr. Ravichandran disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (4) Mr. Ravichandran is the grantor and trustee of The Hari Ravichandan 2015 Grantor Retained Annuity Trust. Mr. Ravichandran disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (5) The Ravichandran 2011 Family Trust is an irrevocable trust established by Mr. Ravichandran of which Mr. Ravichandran's wife and Vidya Ravichandran, Mr. Ravichandran's sister, are the trustees. Mr. Ravichandran disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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