

KRAVIS HENRY R
Form 4
May 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GoDaddy Inc. [GDDY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 |
| Class A Common Stock | 05/23/2018 | | S | | 1,281,303 | D | \$ 70.73 (1) |
| | | | | | | | 2,227,477 |
| | | | | | | I | See Footnotes (3) (8) (9) (10) |
| Class A Common Stock | 05/23/2018 | | S | | 622,084 | D | \$ 70.73 (1) |
| | | | | | | | 1,001,846 |
| | | | | | | I | See Footnotes (4) (8) (9) (10) |
| Class A Common Stock | 05/23/2018 | | C(2) | | 1,848,696 | A | (2) 2,222,843 |
| | | | | | | I | See Footnotes (5) (8) (9) |

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| | | | | | | | | (10) |
|----------------------------|------------|------|-----------|---|--------------------|---------|---|---|
| Class A Common Stock | 05/23/2018 | S | 1,848,696 | D | \$ 70.73 (1) | 374,147 | I | See Footnotes (5) (8) (9) (10) |
| Class A Common Stock | 05/23/2018 | C(2) | 203,482 | A | (2) | 240,346 | I | See Footnotes (6) (10) |
| Class A Common Stock | 05/23/2018 | S | 203,482 | D | \$ 70.73 (1) | 36,864 | I | See Footnotes (6) (10) |
| Class A Common Stock | 05/23/2018 | C(2) | 44,435 | A | (2) | 52,485 | I | See Footnotes (7) (9) (10) |
| Class A Common Stock | 05/23/2018 | S | 44,435 | D | \$ 70.73 (1) | 8,050 | I | See Footnotes (7) (9) (10) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Units of Desert Newco, LLC (2) | (11) | 05/23/2018 | | C(2) | 1,848,696 | (11) | (11) | Class A Common Stock | 1,848,696 |
| Units of Desert Newco, LLC (2) | (11) | 05/23/2018 | | C(2) | 203,482 | (11) | (11) | Class A Common Stock | 203,482 |
| Units of Desert Newco, | (11) | 05/23/2018 | | C(2) | 44,435 | (11) | (11) | Class A Common Stock | 44,435 |

LLC ⁽²⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | | X | | |
| ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |

Signatures

KKR FUND HOLDINGS L.P. By: KKR Group Holdings L.P., a general partner, By: KKR Group Limited, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

05/25/2018

**Signature of Reporting Person

Date

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| | |
|---|------------|
| KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 05/25/2018 |
| __Signature of Reporting Person | Date |
| KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 05/25/2018 |
| __Signature of Reporting Person | Date |
| KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 05/25/2018 |
| __Signature of Reporting Person | Date |
| KKR & Co. L.P. By: KKR Management LLC, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 05/25/2018 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 05/25/2018 |
| __Signature of Reporting Person | Date |
| HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for Henry R. Kravis | 05/25/2018 |
| __Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for George R. Roberts | 05/25/2018 |
| __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) The proceeds per share, before expenses, to the selling stockholders for the sale of Class A Common Stock of GoDaddy Inc. (the "Issuer") in an underwritten public offering is \$70.73.
- (2) Pursuant to the terms of an exchange agreement, "Units of Desert Newco, LLC", which represent limited liability company units of Desert Newco, LLC, and an equal number of shares of Class B Common Stock of the Issuer, were exchanged on a one-for-one basis for shares of Class A Common Stock of the Issuer.
- (3) Shares of the Issuer are held by KKR 2006 GDG Blocker L.P. ("KKR 2006 GDG").
- (4) Shares of the Issuer are held by GDG Co-Invest Blocker L.P. ("GDG Co-Invest"). GDG Co-Invest GP LLC is the general partner of GDG Co-Invest.
- (5) Securities are held by KKR 2006 Fund (GDG) L.P. ("KKR 2006 Fund"). KKR Associates 2006 AIV L.P. ("KKR Associates 2006") is the general partner of KKR 2006 Fund.
- (6) Securities are held by KKR Partners III, L.P. ("KKR Partners III"). KKR III GP LLC is the general partner of KKR Partners III. Messrs. Henry R. Kravis and George R. Roberts are the managers of KKR III GP LLC.
- (7) Securities are held by OPERF Co-Investment LLC ("OPERF"). KKR Associates 2006 L.P. is the manager of OPERF. KKR 2006 GP LLC is the general partner of KKR Associates 2006 L.P. KKR Fund Holdings L.P. is the designated member of KKR 2006 GP LLC. KKR Fund Holdings GP Limited is a general partner of KKR Funds Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P.
- (8) KKR 2006 AIV GP LLC is the general partner of KKR 2006 GDG, the sole member of GDG Co-Invest GP LLC and the general partner of KKR Associates 2006. KKR Management Holdings L.P. is the designated member of KKR 2006 AIV GP LLC. KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. KKR Group Holdings L.P. is the sole

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shareholder of KKR Management Holdings Corp.

(9) KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

(10) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(11) Pursuant to an exchange agreement, Units of Desert Newco, LLC are exchangeable on a one-on-one basis for shares of Class A Common Stock at the discretion of the holder. The exchange rights under this exchange agreement do not expire.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, the filer has elected to file this Form 4 through the Securities and Exchange Commission's EDGAR system.

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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