

Endurance International Group Holdings, Inc.
Form 4
November 26, 2014

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 *
Warburg Pincus Private Equity X, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(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)
11/26/2014

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)

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, \$0.0001 par value per share ("Common Stock")	11/26/2014		S		5,826,456 (1)	D	\$ 13.92 (3)
					41,800,215 (4)	D	(5) (6) (7)
Common Stock	11/26/2014		S		2,086,059 (2)	D	\$ 13.92 (3)
					14,965,827	D	(5) (6) (7)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X GP L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WPP GP LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE	X	X		

NEW YORK, NY 10017

Warburg Pincus Partners GP LLC
 C/O WARBURG PINCUS & CO. X X
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

WARBURG PINCUS & CO.
 450 LEXINGTON AVENUE X X
 NEW YORK, NY 10017

WARBURG PINCUS LLC
 450 LEXINGTON AVENUE X
 NEW YORK, NY 10017

KAYE CHARLES R
 C/O WARBURG PINCUS & CO. X
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

Landy Joseph P.
 C/O WARBURG PINCUS & CO. X
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

Signatures

See Exhibit 99.1 11/26/2014

**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).
- Pursuant to an Underwriting Agreement, dated November 20, 2014 (the "Underwriting Agreement"), by and among Endurance International Group Holdings, Inc., a Delaware corporation (the "Issuer"), the Selling Stockholders named in Schedule II thereto and Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule I thereto, 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 Partners") reporting on a separate Form 4 (see Remarks below), agreed to sell 5,645,836 and 180,620 shares of Common Stock, respectively, in a registered offering of the Issuer that closed on November 26, 2014 (the "Offering"). The material terms of the Offering are described in the final prospectus, dated November 21, 2014, filed by the Issuer with the U.S. Securities and Exchange Commission on November 21, 2014.
- (1) Represents the number of shares of Common Stock of the Issuer that WP Expedition Co-Invest L.P., a Delaware limited partnership ("WP Co-Invest") reporting on a separate Form 4 (see Remarks below), agreed to sell in the Offering pursuant to the Underwriting Agreement.
 - (2) Represents the \$14.50 public offering price per share of Common Stock of the Issuer, less the underwriting discount of \$0.58 per share of Common Stock in connection with the Offering.
 - (3) Represents shares of Common Stock of the Issuer held by the following entities: 40,504,409 by WP X and 1,295,806 by WP X Partners.
 - (4) Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of WP X and WP X Partners (WP X Partners, together with WP X, 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. (Continued in Footnote 6)

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(6) 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" and together with the WP X Funds, WP Co-Invest, WP X LP, WP X GP, WPP GP, WP Partners, WP Partners GP and WP, the "Warburg Pincus Entities"), is the manager of the WP X Funds. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of Messrs. Kaye and Landy, together with the Warburg Pincus Entities are collectively referred to herein as the "Warburg Pincus Reporting Persons."

(7) Each Warburg Pincus Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock. The WP X Funds, WP X LP, WP X GP, WPP GP, WP Partners, WP Partners GP and WP are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Information with respect to each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

Remarks:

Due to the limitations on the number of Reporting Persons allowed on Form 4, each of Warburg Pincus X Partners, L.P., a Del

Form 1 of 3.

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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