

# ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.

Reported by  
**RAVICHANDRAN HARI K**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/01/17 for the Period Ending 07/28/17

Address	10 CORPORATE DRIVE SUITE 300 BURLINGTON, MA 01803
Telephone	781-852-3200
CIK	0001237746
Symbol	EIGI
SIC Code	7372 - Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Ravichandran Hari K</b>		<b>Endurance International Group Holdings, Inc. [ EIGI ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO</b>	
(Last) (First) (Middle) <b>C/O ENDURANCE INT'L GROUP HOLDINGS, INC., 10 CORPORATE DRIVE, SUITE 300</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/28/2017</b>			
(Street) <b>BURLINGTON, MA 01803</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/28/2017		A		154146	A	(1)	7197973	D	
Common Stock								217309	I	By The 2013 Ravichandran Family GST Trust (2)
Common Stock								43499	I	By The Hari Ravichandran 2015 Grantor Retained Annuity Trust (3)
Common Stock								230489	I	By the Ravichandran 2011 Family Trust (4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- 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 period ended June 30, 2017. The shares are also subject to a 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.
- 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.
- Mr. Ravichandran is the grantor and trustee of The Hari Ravichandran 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.

(4) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ravichandran Hari K C/O ENDURANCE INT'L GROUP HOLDINGS, INC. 10 CORPORATE DRIVE, SUITE 300 BURLINGTON, MA 01803</b>	<b>X</b>		<b>CEO</b>	

**Signatures**

/s/ Lara Mataac, attorney-in-fact

8/1/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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