

# ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.

Reported by  
**MATHEWS TIMOTHY S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/06/17 for the Period Ending 07/03/17

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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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 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>Mathews Timothy S</b>		<b>Endurance International Group Holdings, Inc. [ EIGI ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Accounting Officer</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>7/3/2017</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	7/3/2017		S	(1)	355	(2)	D	\$8.40	76911	(3)	D

**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				

### Explanation of Responses:

- Represents shares automatically sold to satisfy the issuer's tax withholding obligations in connection with the vesting of restricted stock granted to the reporting person on October 25, 2013.
- The automatic sale of the reporting person's shares is provided for in a restricted stock agreement constituting a "binding contract" consistent with the affirmative defense to liability under Rule 10b5-1.
- Includes 44,586 shares of common stock underlying restricted stock units, all of which are subject to time-based vesting.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Mathews Timothy S</b> <b>C/O ENDURANCE INT'L GROUP HOLDINGS, INC.</b> <b>10 CORPORATE DRIVE, SUITE 300</b> <b>BURLINGTON, MA 01803</b>			<b>Chief Accounting Officer</b>	

### Signatures

/s/ Lara F. Mataac, attorney-in-fact

7/6/2017

\*\*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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