

WEB.COM GROUP, INC.

Reported by
DURAN ROSEANN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/15/17 for the Period Ending 02/14/17

| | |
|-------------|---|
| Address | 12808 GRAN BAY PARKWAY WEST JACKSONVILLE, FL 32258 |
| Telephone | 9046806600 |
| CIK | 0001095291 |
| Symbol | WEB |
| 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**

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * Duran Roseann (Last) (First) (Middle) C/O WEB.COM GROUP, INC., 12808 GRAN BAY PARKWAY WEST (Street) JACKSONVILLE, FL 32258 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol WEB.COM GROUP, INC. [WEB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief People Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/14/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 2/14/2017 | | A | | 15000 <u>(1)</u> | A | \$0.00 | 74957 | D | |
| Common Stock | 2/14/2017 | | A | | 3989 <u>(2)</u> | A | \$0.00 | 78946 | D | |
| Common Stock | 2/14/2017 | | F | <u>(3)</u> | 5429 | D | \$20.70 | 73517 | 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 Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Award of restricted stock granted under the Company's 2014 Equity Incentive Plan. The Shares vest in equal annual increments over four years.
- (These shares are the payout of the award of the Performance Restricted Stock Units granted in 2015 and 2016 under the Company's 2014 Equity Incentive
- 2) Plan. The Performance Stock Units vest over a 3-year period provided the performance measurement criteria are met.
- (Shares withheld by the Issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock units. This is not an open market sale of
- 3) securities.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duran Roseann C/O WEB.COM GROUP, INC. 12808 GRAN BAY PARKWAY WEST JACKSONVILLE, FL 32258 | | | Chief People Officer | |

Signatures

/s/ Roseann Duran

2/15/2017

**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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