

Orlando John
Form 4
July 20, 2017

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 *
Orlando John

(Last) (First) (Middle)

C/O ENDURANCE INT'L GROUP HOLDINGS, INC., 10 CORPORATE DRIVE, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading Symbol
Endurance International Group Holdings, Inc. [EIGI]

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Marketing Officer

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	07/03/2017		S ⁽¹⁾	182 ⁽²⁾ D	\$ 8.4 255,801 ⁽³⁾	D	
Common Stock	07/18/2017		S ⁽⁴⁾	882 ⁽²⁾ D	\$ 8.95 254,919 ⁽⁶⁾	D	

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

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number.

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 Beneficially Owned Following Reported Transaction (Instr. 5)
				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

Orlando John
C/O ENDURANCE INT'L GROUP HOLDINGS, INC.
10 CORPORATE DRIVE, SUITE 300
BURLINGTON, MA 01803

Chief Marketing Officer

Signatures

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

07/20/2017

**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) Represents shares automatically sold to satisfy the issuer's tax withholding obligations in connection with the vesting of restricted stock units that were assumed by the issuer on February 9, 2016.
 - (2) The automatic sale of the reporting person's shares is provided for in a restricted stock unit agreement constituting a "binding contract" consistent with the affirmative defense to liability under Rule 10b5-1.
 - (3) Includes 255,093 shares of common stock underlying restricted stock units, all of which are subject to time-based vesting.
 - (4) Represents shares automatically sold to satisfy the issuer's tax withholding obligations in connection with the vesting of restricted stock units that were granted to the reporting person on July 26, 2016.
 - (5) The price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.95 to \$8.963 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

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(6) Includes 252,387 shares of common stock underlying restricted stock units, all of which are subject to time-based vesting.

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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