

Endurance International Group Holdings, Inc.
 Form 4
 November 04, 2016

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, 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 *
 Ravichandran Hari K

 (Last) (First) (Middle)
 C/O ENDURANCE INT'L GROUP HOLDINGS, INC., 10 CORPORATE DRIVE, SUITE 300
 (Street)
 BURLINGTON, MA 01803
 (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)
 11/02/2016

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)
 CEO

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 Ownership (Instr. 4)	
				Code V Amount (A) or (D) Price				
Common Stock	11/02/2016		S ⁽¹⁾	231,400 (2)	D 7.2971 (3)	6,243,242	D	
Common Stock						217,309	I	By The 2013 Ravichandran Family GST Trust ⁽⁴⁾
Common Stock						212,141	I	By The Hari Ravichandran 2014 Grantor

Common Stock	461,228	I	Retained Annuity Trust <u>(5)</u> By The Hari Ravichandran 2015 Grantor Retained Annuity Trust <u>(6)</u>
Common Stock	230,489	I	By the Ravichandran 2011 Family Trust <u>(7)</u>

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. 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
Ravichandran Hari K C/O ENDURANCE INT'L GROUP HOLDINGS, INC. 10 CORPORATE DRIVE, SUITE 300 BURLINGTON, MA 01803	X		CEO	

Signatures

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

11/04/2016

__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 delivery of common stock represented by restricted stock units granted to the reporting person on October 25, 2013.

(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) 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 \$7.15 to \$7.50 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.

(4) 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.

(5) Mr. Ravichandran is the grantor and trustee of The Hari Ravichandan 2014 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.

(6) 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.

(7) 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.

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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