

GS Capital Partners VI Parallel LP
Form 4
March 13, 2015

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 *
GOLDMAN SACHS GROUP INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11-04:00/2015

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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) Price			See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)
Common Stock	03/11-04:00/2015		S	2,923,608 (4) (5)	D \$ 19 15,378,121 (6) (7) (8)	I	

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Parallel LP
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Offshore Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI GmbH & Co KG
200 WEST STREET
NEW YORK, NY 10282

MBD 2011, L.P.
200 WEST STREET
NEW YORK, NY 10282

MBD 2011 Offshore, L.P.
200 WEST STREET
NEW YORK, NY 10282

MBD 2011 Holdings, L.P.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2011, L.P.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 03/13-04:00/2015

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 03/13-04:00/2015

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Attorney-in-fact 03/13-04:00/2015

__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)

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Fund, L.P. ("GS Cap Partners VI"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), MBD 2011 Holdings, L.P. ("MBD Holdings"), Bridge Street 2011, L.P. ("Bridge Street"), Bridge Street 2011 Offshore, L.P. ("Bridge Street Offshore" and, together with GS Parallel, GS Offshore, GS Cap Partners VI, GS Germany, MBD Holdings, and Bridge Street, the "GS Funds"), MBD 2011, L.P. ("MBD"), MBD 2011 Offshore, L.P. ("MBD Offshore"), (continued in next footnote)

- GS Advisors VI, L.L.C. ("GS Advisors VI"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), MBD Advisors, L.L.C. ("MBD Advisors"), MBD 2011 Offshore Advisors, Inc. ("MBD Offshore Advisors"), Bridge Street 2011 Advisors L.L.C. ("Bridge Street Advisors"), and Bridge Street 2011 Offshore Advisors, Inc. ("Bridge Street Offshore Advisors" and, together with GS Group, Goldman Sachs, the GS Funds, GS Advisors VI, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, MBD, MBD Offshore, MBD Advisors, MBD Offshore Advisors, and Bridge Street Advisors, the "Reporting Persons").
- (2) Due to the electronic system's limitation of 10 Reporting Person per joint filing, this statement is being filed in duplicate.
- Pursuant to an underwriting agreement, dated March 6, 2015 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Endurance International Group Holdings, Inc., pursuant to the final prospectus dated March 6, 2015, which offering was consummated on March 11, 2015, the GS Funds
- (4) sold an aggregate of 2,542,268 shares of Common Stock. GS Cap Partners VI sold 1,100,401 shares of Common Stock, GS Offshore sold 915,275 shares of Common Stock, GS Parallel sold 302,592 shares of Common Stock, GS Germany sold 39,108 shares of Common Stock, Bridge Street sold 88,341 shares of Common Stock, Bridge Street Offshore sold 38,772 shares of Common Stock, and MBD Holdings sold 57,779 shares of Common Stock.
- On March 6, 2015, the underwriters exercised their option under the Underwriting Agreement to purchase additional shares of Common Stock from the selling stockholders. Pursuant to such option to purchase additional shares of Common Stock, the GS Funds sold an aggregate of 381,340 additional shares of Common Stock. GS Cap Partners VI sold 165,060 shares of Common Stock, GS Offshore sold 137,291 shares of Common Stock, GS Parallel sold 45,389 shares of Common Stock, GS Germany sold 5,866 shares of Common Stock, Bridge Street sold 13,251 shares of Common Stock, Bridge Street Offshore sold 5,816 shares of Common Stock, and MBD Holdings sold 8,667 shares of Common Stock.
- (5) Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, the 15,378,121 shares of Common Stock beneficially owned directly by the GS Funds because affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing general partner, managing partner, managing member or member of each of the GS Funds. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.
- (6) GS Parallel beneficially owns directly 1,830,369 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Parallel's general partner, GS Advisors VI. GS Offshore beneficially owns directly 5,536,478 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Offshore's general partner, GSCP VI Offshore Advisors. GS Cap Partners VI beneficially owns directly 6,656,301 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Cap Partners VI's general partner, GSCP VI Advisors. GS Germany beneficially owns directly 236,565 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GS Germany's general partner, GS GmbH. MBD Holdings beneficially owns directly 349,502 shares of Common Stock, which may be deemed to be beneficially owned indirectly by MBD Holdings' general partner, MBD Offshore Advisors.
- (7) MBD, a limited partner of MBD Holdings, and MBD's general partner, MBD Advisors, each may be deemed to beneficially own indirectly 269,139 shares of Common Stock by reason of the direct beneficial ownership of such shares by MBD Holdings. MBD Offshore, a limited partner of MBD Holdings, and MBD Offshore's general partner, MBD Offshore Advisors, each may be deemed to beneficially own indirectly 80,363 shares of Common Stock by reason of the direct beneficial ownership of such shares by MBD Holdings. Bridge Street beneficially owns directly 534,373 shares of Common Stock, which may be deemed to be beneficially owned indirectly by Bridge Street's general partner, Bridge Street Advisors. Bridge Street Offshore beneficially owns directly 234,533 shares of Common Stock, which may be deemed to be beneficially owned indirectly by Bridge Street Offshore's general partner, Bridge Street Offshore Advisors.
- (8) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.