**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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
   **Mathews Timothy S**
   
   (Last) (First) (Middle)
   C/O ENDURANCE INT'L GROUP HOLDINGS, INC.
   10 CORPORATE DRIVE, SUITE 300
   BURLINGTON MA 01803

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

3. Date of Earliest Transaction (Month/Day/Year)
   **04/16/2018**

4. If Amendment, Date of Original Filed (Month/Day/Year)
   **04/18/2018**

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   * Director
   **X** Officer (give title below) Other (specify below)
   **Chief Accounting Officer**

**OBSERVATIONS:**

1. **Repsents shares automatically sold to satisfy the issuer's tax withholding obligations in connection with the vesting of restricted stock units granted to the reporting person on May 12, 2017.**
2. 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.
3. Includes 29,726 shares of common stock underlying restricted stock units, all of which are subject to time-based vesting.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/16/2018</td>
<td></td>
<td>$</td>
<td>4,432,70,594</td>
<td>7.3005</td>
<td>D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>4,432,70,594</td>
<td>7.3005</td>
<td>D</td>
<td>10% Owner</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares automatically sold to satisfy the issuer's tax withholding obligations in connection with the vesting of restricted stock units granted to the reporting person on May 12, 2017.
2. 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.
3. Includes 29,726 shares of common stock underlying restricted stock units, all of which are subject to time-based vesting.

**Remarks:**

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/S/ Lara F. Mataac, attorney-in-fact 04/18/2018

**Signature of Reporting Person** **Date**