

# **GODADDY INC.**

Reported by  
**KKR & CO. INC.**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 04/01/15 for the Period Ending 04/01/15

Address	14455 N. HAYDEN ROAD SCOTTSDALE, AZ, 85260
Telephone	(480)505-8800
CIK	0001609711
Symbol	GDDY
Fiscal Year	12/31

## INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
KKR Fund Holdings L.P.			4/1/2015		GoDaddy Inc. [GDDY]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	11793615	I	See footnotes <a href="#">(1)</a> <a href="#">(7)</a> <a href="#">(8)</a> <a href="#">(9)</a>
Class A Common Stock	5646288	I	See footnotes <a href="#">(2)</a> <a href="#">(7)</a> <a href="#">(8)</a> <a href="#">(9)</a>
Class A Common Stock	374147	I	See footnotes <a href="#">(3)</a> <a href="#">(7)</a> <a href="#">(8)</a> <a href="#">(9)</a>
Class A Common Stock	36864	I	See footnotes <a href="#">(4)</a> <a href="#">(9)</a>
Class A Common Stock	8050	I	See footnotes <a href="#">(5)</a> <a href="#">(8)</a> <a href="#">(9)</a>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Units of Desert Newco, LLC <a href="#">(6)</a>	<a href="#">(6)</a>	<a href="#">(6)</a>	Class A Common Stock	16641962	<a href="#">(6)</a>	I	See footnotes <a href="#">(3)</a> <a href="#">(7)</a> <a href="#">(8)</a> <a href="#">(9)</a>
Units of Desert Newco, LLC <a href="#">(6)</a>	<a href="#">(6)</a>	<a href="#">(6)</a>	Class A Common Stock	1831750	<a href="#">(6)</a>	I	See footnotes <a href="#">(4)</a> <a href="#">(9)</a>
Units of Desert Newco, LLC <a href="#">(6)</a>	<a href="#">(6)</a>	<a href="#">(6)</a>	Class A Common Stock	400000	<a href="#">(6)</a>	I	See footnotes <a href="#">(5)</a> <a href="#">(8)</a> <a href="#">(9)</a>

**Explanation of Responses:**

- Shares of Class A Common Stock of GoDaddy Inc. (the "Issuer") are held by KKR 2006 GDG Blocker L.P. ("KKR 2006 GDG").
- Shares of Class A Common Stock of the Issuer are held by GDG Co-Invest Blocker L.P. ("GDG Co-Invest"). GDG Co-Invest GP LLC is the general partner of GDG Co-Invest.

- (3) Securities are held by KKR 2006 Fund (GDG) L.P. ("KKR 2006 Fund"). KKR Associates 2006 AIV L.P. ("KKR Associates 2006") is the general partner of KKR 2006 Fund.
- (4) Securities are held by KKR Partners III, L.P. ("KKR Partners III"). KKR III GP LLC is the general partner of KKR Partners III. Messrs. Henry R. Kravis and George R. Roberts are the managers of KKR III GP LLC.
- (5) Securities are held by OPERF Co-Investment LLC ("OPERF"). KKR Associates 2006 L.P. is the manager of OPERF. KKR 2006 GP LLC is the general partner of KKR Associates 2006 L.P. KKR Fund Holdings L.P. is the designated member of KKR 2006 GP LLC. KKR Fund Holdings GP Limited is a general partner of KKR Funds Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P.
- (6) Units of Desert Newco, LLC represent limited liability company units of Desert Newco, LLC and an equal number of shares of Class B Common Stock of the Issuer, which together are exchangeable on a one-for-one basis for shares of Class A Common Stock of the Issuer pursuant to an exchange agreement.
- (7) KKR 2006 AIV GP LLC is the general partner of KKR 2006 GDG, the sole member of GDG Co-Invest GP LLC and the general partner of KKR Associates 2006. KKR Management Holdings L.P. is the sole member of KKR 2006 AIV GP LLC. KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Management Holdings Corp.
- (8) KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (9) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, KKR Partners III, KKR III GP LLC, OPERF, KKR Associates 2006 L.P., KKR 2006 GP LLC, GDG Co-Invest Blocker L.P., GDG Co-Invest GP LLC, KKR 2006 Fund (GDG) L.P., KKR Associates 2006 AIV L.P., KKR 2006 GDG Blocker L.P., KKR 2006 AIV GP LLC, KKR Management Holdings L.P., and KKR Management Holdings Corp. have filed a separate Form 3. Exhibit 24: Powers of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

**Signatures**

<b>KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>KKR &amp; Co. L.P. By: KKR Management LLC, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for Henry R. Kravis</b>	<b>4/1/2015</b>
—Signature of Reporting Person	Date
<b>GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for George R. Roberts</b>	<b>4/1/2015</b>
—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 5(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.

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 control number.

## POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

Name: Henry R. Kravis

Date: May 28, 2014

## POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ George R. Roberts

Name: George R. Roberts

Date: May 28, 2014

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POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ William J. Janetschek

Name: William J. Janetschek

Date: May 28, 2014

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