

GODADDY INC.

Reported by
KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/14/16 for the Period Ending 04/12/16

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

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Form 5 obligations may
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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| KKR Fund Holdings L.P. | | | GoDaddy Inc. [GDDY] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200 | | | 4/12/2016 | | | | | |
| (Street) | | | 4. 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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 4/12/2016 | | S | | 1576271 | D | \$29.2669 (2) | 10217344 | I | See footnotes (3) (8) (9) (10) |
| Class A Common Stock | 4/12/2016 | | S | | 765293 | D | \$29.2669 (2) | 4880995 | I | See footnotes (4) (9) (10) |
| Class A Common Stock | 4/12/2016 | | C (1) | | 2274280 | A | (1) | 2648427 | I | See footnotes (5) (8) (9) (10) |
| Class A Common Stock | 4/12/2016 | | S | | 2274280 | D | \$29.2669 (2) | 374147 | I | See footnotes (5) (8) (9) (10) |
| Class A Common Stock | 4/12/2016 | | C (1) | | 250325 | A | (1) | 287189 | I | See footnotes (6) (10) |
| Class A Common Stock | 4/12/2016 | | S | | 250325 | D | \$29.2669 (2) | 36864 | I | See footnotes (6) (10) |
| Class A Common Stock | 4/12/2016 | | C (1) | | 54664 | A | (1) | 62714 | I | See footnotes (7) (9) (10) |
| Class A Common Stock | 4/12/2016 | | S | | 54664 | D | \$29.2669 (2) | 8050 | I | See footnotes (7) (9) (10) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Units of Desert Newco, LLC (1) | (11) | 4/12/2016 | | C (1) | | 54664 | | (11) | (11) | Class A Common Stock | 54664 | \$0 | 345336 | I | See footnotes (3) (9) (10) |
| Units of Desert Newco, LLC (1) | (11) | 4/12/2016 | | C (1) | | 250325 | | (11) | (11) | Class A Common Stock | 250325 | \$0 | 1581425 | I | See footnotes (4) (10) |
| Units of Desert Newco, LLC (1) | (11) | 4/12/2016 | | C (1) | | 2274280 | | (11) | (11) | Class A Common Stock | 2274280 | \$0 | 14367682 | I | See footnotes (5) (8) (9) (10) |

Explanation of Responses:

- (1) Pursuant to the terms of an exchange agreement, "Units of Desert Newco, LLC", which represent limited liability company units of Desert Newco, LLC, and an equal number of shares of Class B Common Stock of GoDaddy Inc. (the "Issuer"), were exchanged on a one-for-one basis for shares of Class A Common Stock of the Issuer.
- (2) This amount represents the \$30.25 secondary public offering price per share of Class A Common Stock of the Issuer less the underwriting discount of \$0.98312 per share.
- (3) 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.
- (4) Shares of the Issuer are held by KKR 2006 GDG Blocker L.P. ("KKR 2006 GDG").
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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 designated 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.
- (9) 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.
- (10) 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.
- (11) Pursuant to an exchange agreement, Units of Desert Newco, LLC are exchangeable on a one-on-one basis for shares of Class A Common Stock at the discretion of the holder. The exchange rights under this exchange agreement do not expire.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 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 4.

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

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 **4/14/2016**

--Signature of Reporting Person

Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director **4/14/2016**

--Signature of Reporting Person

Date

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 **4/14/2016**

--Signature of Reporting Person

Date

KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director **4/14/2016**

--Signature of Reporting Person

Date

KKR & 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 **4/14/2016**

--Signature of Reporting Person

Date

KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer **4/14/2016**

--Signature of Reporting Person

Date

HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for Henry R. Kravis **4/14/2016**

--Signature of Reporting Person

Date

GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for George R. Roberts **4/14/2016**

--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 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).

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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