

Endurance International Group Holdings, Inc.
Form POSASR
February 29, 2016

As filed with the Securities and Exchange Commission on February 29, 2016

Registration No. 333-202545

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

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S 3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

46-3044956
(I.R.S. employer

incorporation or organization)

identification no.)

Hari Ravichandran

Chief Executive Officer

Endurance International Group Holdings, Inc.

10 Corporate Drive, Suite 300

10 Corporate Drive, Suite 300

Burlington, Massachusetts 01803

Burlington, Massachusetts 01803

(781) 852-3200

(781) 852-3200

**(Address, including zip code, and telephone number,
including
area code, of registrant's principal executive offices)**

**(Name, address, including zip code, and telephone
number,
including area code, of agent for service)**

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Mark G. Borden, Esq.

David A. Westenberg, Esq.

Jason L. Kropp, Esq.

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60 State Street

Boston, Massachusetts 02109

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David C. Bryson, Esq.

Chief Legal Officer

Endurance International Group Holdings, Inc.

10 Corporate Drive, Suite 300

Burlington, Massachusetts 01803

Telephone: (781) 852-3200

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Approximate date of commencement of proposed sale to the public: Not applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 (this Post-Effective Amendment), filed by Endurance International Group Holdings, Inc., a Delaware corporation (the Company), removes from registration all of the unsold securities registered under the Registration Statement on Form S-3 (Registration Number 333-202545) filed by the Company with the U.S. Securities and Exchange Commission on March 6, 2015 (the Registration Statement), pertaining to the registration of an indeterminate aggregate amount of securities.

The Company is terminating all offerings of its securities pursuant to the Registration Statement. The Company, by filing this Post-Effective Amendment, hereby terminates the effectiveness of the Registration Statement and removes

from registration any and all securities registered but unsold under the Registration Statement as of the date hereof. This filing is made in accordance with an undertaking in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that were registered for issuance but remain unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Burlington, State of Massachusetts, on February 29, 2016.

ENDURANCE INTERNATIONAL

GROUP HOLDINGS, INC.

By: /s/ David Bryson

Name: David Bryson

Title: Chief Legal Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.