

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

FORM S-8
REGISTRATION STATEMENT

Under The Securities Act of 1933

GoDaddy Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-5769934

(I.R.S. Employer Identification Number)

**2155 E. GoDaddy Way
Tempe, Arizona 85284
(480) 505-8800**

(Address of principal executive offices, including zip code)

**2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan**

(Full title of the plan)

**Aman Bhutani
Chief Executive Officer
GoDaddy Inc.
2155 E. GoDaddy Way
Tempe, Arizona 85284
(480) 505-8800**

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

Copy to:

**Veronica M. Wissel, Esq.
Davis Polk & Wardell, LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000**

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, GoDaddy Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register additional shares of Class A common stock, \$0.001 par value per share, of the Registrant (“Class A Common Stock”) for issuance under the 2015 Equity Incentive Plan (the “2015 Plan”) and the 2015 Employee Stock Purchase Plan, as amended as of June 27, 2016 (“2015 ESPP”). The number of shares of Class A Common Stock available for issuance under the 2015 Plan is subject to an annual increase on the first day of each fiscal year by an amount equal to the least of (i) four percent (4%) of the total number of shares of Class A Common Stock and shares of the Registrant’s Class B common stock outstanding on the last day of the immediately preceding fiscal year, (ii) 20,570,922 shares of Class A Common Stock or (iii) such smaller amount as the Registrant’s Board of Directors, in its discretion, determines (the “2015 Plan Evergreen Provision”). The number of shares of Class A Common Stock available for issuance under the 2015 ESPP is subject to an annual increase on the first day of each fiscal year by an amount equal to the least of (i) one percent (1%) of the number of shares of Class A Common Stock and shares of the Registrant’s Class B common stock outstanding on the last day of the immediately preceding fiscal year, (ii) 1,000,000 shares of Class A Common Stock or (iii) such smaller amount as the Registrant’s Board of Directors, in its discretion, determines (the “ESPP Evergreen Provision”). On January 1, 2022, the number of shares of Class A Common Stock available for issuance pursuant to the 2015 Plan Evergreen Provision and the ESPP Evergreen Provision increased by 6,688,866 and 1,000,000 shares, respectively, and this Registration Statement registers such additional shares of Class A Common Stock. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on April 1, 2015 (File No. 333-203166), June 14, 2016 (File No. 333-212019), November 8, 2017 (File No. 333-221431), May 9, 2018 (File No. 333-224795), May 3 2019 (File No. 333-231210), May 7, 2020 (File No. 333-238055) and May 6, 2021 (File No. 333-255802) to the extent not superseded hereby.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit	Incorporated by Reference			
		Form	File No.	Exhibit Number	Filing Date
4.1	Specimen common stock certificate of the Registrant	S-1/A	333-196615	4.1	3/19/2015
4.2	GoDaddy Inc. 2015 Equity Incentive Plan, and form of agreements thereunder	S-8	333-203166	4.2	4/1/2015
4.3	Form of Restricted Stock Unit Award Agreement under the GoDaddy Inc. 2015 Equity Incentive Plan	10-Q	001-36904	10.4	5/4/2022
4.4	Form of Performance Restricted Stock Unit Award Agreement under the GoDaddy Inc. 2015 Equity Incentive Plan	10-Q	001-36904	10.5	5/4/2022
4.5	GoDaddy Inc. 2015 Employee Stock Purchase Plan, as amended as of June 27, 2016, and form of agreements thereunder	10-Q	001-36904	4.1	11/3/2016
5.1*	Opinion of Davis Polk & Wardwell LLP				
23.1*	Consent of Independent Registered Public Accounting Firm				
23.2	Consent of Davis Polk & Wardwell LLP, (contained in Exhibit 5.1 hereto)				
24.1	Power of Attorney (included in the signature page to this Registration Statement)				
107*	Filing Fee Table				
*	Filed herewith.				

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on May 9, 2022.

GODADDY INC.

/s/ Mark McCaffrey

Mark McCaffrey
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Aman Bhutani as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Aman Bhutani</u> Aman Bhutani	Chief Executive Officer and Director (Principal Executive Officer)	May 9, 2022
<u>/s/ Mark McCaffrey</u> Mark McCaffrey	Chief Financial Officer (Principal Financial Officer)	May 9, 2022
<u>/s/ Nick Daddario</u> Nick Daddario	Chief Accounting Officer (Principal Accounting Officer)	May 9, 2022
<u>/s/ Charles J. Robel</u> Charles J. Robel	Chairman of the Board of Directors	May 9, 2022
<u>/s/ Herald Y. Chen</u> Herald Y. Chen	Director	May 9, 2022
<u>/s/ Caroline F. Donahue</u> Caroline F. Donahue	Director	May 9, 2022
<u>/s/ Mark Garrett</u> Mark Garrett	Director	May 9, 2022
<u>/s/ Ryan Roslansky</u> Ryan Roslansky	Director	May 9, 2022
<u>/s/ Brian H. Sharples</u> Brian H. Sharples	Director	May 9, 2022
<u>/s/ Leah Sweet</u> Leah Sweet	Director	May 9, 2022
<u>/s/ Lee E. Wittlinger</u> Lee E. Wittlinger	Director	May 9, 2022

**FILING FEE TABLES FOR
FORM S-8**

Calculation of Filing Fee Tables

Form S-8
(Form Type)

GODADDY, INC.

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Title of Each Class of Securities to be Registered	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽⁴⁾	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁵⁾
Equity	Class A Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2015 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	6,688,866 ⁽²⁾	77.15	\$516,046,011.90	0.0000927	\$47,837.46
Equity	Class A Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2015 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,000,000 ⁽³⁾	77.15	\$77,150,000.00	0.0000927	\$7,151.81
Total			7,688,866		\$593,196,011.90		\$54,989.27
	Total Fee Offsets⁽⁶⁾						\$0.00
	Net Fee Due						\$54,989.27

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of the Registrant's Class A common stock, \$0.001 par value per share ("Class A Common Stock"), that become issuable under the 2015 Equity Incentive Plan (the "2015 Plan") and the 2015 Employee Stock Purchase Plan, as amended as of June 27, 2016 (the "2015 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction affecting the Class A Common Stock.
- (2) Represents 6,688,866 shares of Class A Common Stock available for future issuance under the 2015 Plan by reason of the automatic increase provisions therein.
- (3) Represents 1,000,000 shares of Class A Common Stock available for future issuance under the 2015 ESPP by reason of the automatic increase provisions therein.
- (4) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of Class A Common Stock as reported on the New York Stock Exchange on May 6, 2022.
- (5) Rounded to the nearest cent.
- (6) The Registrant does not have any fee offsets.

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

May 9, 2022

GoDaddy Inc.
2155 E GoDaddy Way
Tempe, Arizona 85284

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to GoDaddy Inc., a Delaware corporation (the “Company”), and are delivering this opinion in connection with the filing of a Registration Statement on Form S-8 (the “Registration Statement”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to 6,688,866 shares of Class A common stock, par value \$0.001 per share, of the Company (“Class A Common Stock”) issuable pursuant to the Company’s 2015 Equity Incentive Plan, and 1,000,000 shares of Class A Common Stock issuable pursuant to the Company’s 2015 Employee Stock Purchase Plan, as amended as of June 27, 2016 (the 2015 Equity Incentive Plan and the 2015 Employee Stock Purchase Plan, as amended, together, the “Plans”).

We have examined such documents and such matters of fact and law as we have deemed necessary for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the shares of Class A Common Stock have been duly authorized and, when delivered in accordance with the Plans upon receipt by the Company of adequate consideration therefor, will be validly issued, fully paid and nonassessable.

We are members of the Bar of the State of New York, and the foregoing opinion is limited to the laws of the State of New York, the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

Davis Polk & Wardwell LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Equity Incentive Plan and the 2015 Employee Stock Purchase Plan of GoDaddy Inc. of our reports dated February 17, 2022, with respect to the consolidated financial statements of GoDaddy Inc., and the effectiveness of internal control over financial reporting of GoDaddy Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Phoenix, Arizona
May 9, 2022