

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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) | |
| Rechterman Barbara J | | GoDaddy Inc. [GDDY] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Marketing Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O GODADDY INC., 14455 N. HAYDEN RD. | | 12/4/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SCOTTSDALE, AZ 85260 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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) | | | |
| Class A Common Stock, par value \$0.001 per share | 12/4/2017 | | S | | 4314 (1) | D | \$47.5822 | 28613 | D |
| Class A Common Stock, par value \$0.001 per share | 12/5/2017 | | X | | 17500 | A | \$7.4023 | 46113 | D |
| Class A Common Stock, par value \$0.001 per share | 12/5/2017 | | S (2) | | 17500 | D | \$47.5038 (3) | 28613 | D |
| Class A Common Stock, par value \$0.001 per share | 12/6/2017 | | X | | 17500 | A | \$7.4023 | 46113 | D |
| Class A Common Stock, par value \$0.001 per share | 12/6/2017 | | S (2) | | 17500 | D | \$46.5493 (4) | 28613 | D |

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 | | | | |
| Employee Stock Option (right to buy) | \$7.4023 | 12/5/2017 | | X | | 17500 | | 3/31/2012 (5) | 12/16/2021 | Class A Common Stock, par value \$0.001 per share | 17500.0 | \$0 | 21783 | D | |
| Employee Stock Option (right to buy) | \$7.4023 | 12/6/2017 | | X | | 17500 | | 3/31/2012 (5) | 12/16/2021 | Class A Common Stock, par value \$0.001 per share | 17500.0 | \$0 | 4283 | D | |

Explanation of Responses:

- Represents shares of Class A Common Stock of the Company sold to satisfy the Reporting Person's tax withholding obligations resulting from the vesting of RSUs granted to the Reporting Person on June 8, 2016.
- The shares were sold pursuant to a 10b5-1 trading plan.
- The sale price for this transaction represents the weighted average sale price of the shares sold, ranging from \$47.32 to \$47.74 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The sale price for this transaction represents the weighted average sale price of the shares sold, ranging from \$45.95 to \$46.80 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- 100% of the shares underlying the option vested on March 31, 2012.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rechterman Barbara J C/O GODADDY INC. 14455 N. HAYDEN RD. SCOTTSDALE, AZ 85260 | | | Chief Marketing Officer | |

Signatures

Marc Padwe, Attorney-in-Fact

12/6/2017

**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.

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.