

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) | |
| Kelly Nima | | 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 Legal Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O GODADDY INC., 14455 N. HAYDEN ROAD | | 11/7/2019 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SCOTTSDALE, AZ 85260 | | 11/12/2019 | | <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) | Price | | | |
| Class A Common Stock, par value \$0.001 per share | 11/7/2019 | | M | | 5343 | A | \$31.28 | 128605 | D | |
| Class A Common Stock, par value \$0.001 per share | 11/7/2019 | | S(1) | | 5448 | D | \$70 | 123157 | D | |
| Class A Common Stock, par value \$0.001 per share | 11/7/2019 | | S(1) | | 6481 | D | \$72.50 | 116676 | D | |
| Class A Common Stock, par value \$0.001 per share | 11/8/2019 | | A | | 19007 (2)(3) | A | \$0 | 135683 (3) | D | |
| Class A Common Stock, par value \$0.001 per share | 11/11/2019 | | S | | 5852 (4) | D | \$68.79 | 129831 | 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) | \$31.28 | 11/7/2019 | | M | | 5343 | | (S) | 3/9/2026 | Class A Common Stock, par value \$0.001 per share | 5343.0 | \$0 | 17147 | D | |

Explanation of Responses:

- The shares were sold pursuant to a 10b5-1 trading plan.
- Represents restricted stock units (RSUs), which vested on November 8, 2019. Upon vesting of these RSUs, the Reporting Person received shares of Class A Common Stock of the Issuer.
- This amendment is being filed to correct the number of RSUs acquired in the reported transaction, which was previously incorrectly listed through a clerical error. The securities beneficially held represent the corrected balance of shares held at the time of the original filing date.
- Represents shares of Class A Common Stock of the Issuer sold to satisfy the Reporting Person's tax withholding obligations.
- 46,803 of the shares underlying the option have vested as of November 7, 2019. The remaining 6,687 shares shall vest in 2 equal, quarterly installments beginning on December 9, 2019, subject to the Reporting Person continuing to be a Service Provider for the Issuer.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Nima C/O GODADDY INC. 14455 N. HAYDEN ROAD SCOTTSDALE, AZ 85260 | | | Chief Legal Officer | |

