

# GODADDY INC.

Reported by  
**KELLY NIMA**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 04/01/15 for the Period Ending 04/01/15

Address	14455 N. HAYDEN ROAD SCOTTSDALE, AZ 85260
Telephone	(480)505-8800
CIK	0001609711
Symbol	GDDY
SIC Code	7373 - Computer Integrated Systems Design
Fiscal Year	12/31

## INITIAL STATEMENT OF 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 *  <b>Kelly Nima</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>4/1/2015</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>GoDaddy Inc. [GDDY]</b>
(Last) (First) (Middle)  <b>C/O GODADDY INC., 14455 N. HAYDEN ROAD</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>See Remarks /</b>	
(Street)  <b>SCOTTSDALE, AZ 85260</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Class B Common Stock, par value \$0.001 (1)</b>	<b>100000</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Units of Desert Newco, LLC</b>	(2)	(2)	<b>Class A Common Stock</b>	<b>100000</b>	<b>\$2.50</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(3)	<b>1/30/2027</b>	<b>Class A Common Stock</b>	<b>94602</b>	<b>\$2.50</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(4)	<b>12/16/2021</b>	<b>Class A Common Stock</b>	<b>29160</b>	<b>\$7.4023</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (right to buy)</b>	(5)	12/16/2021	<b>Class A Common Stock</b>	<b>1944</b>	<b>\$7.4023</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(6)	12/16/2021	<b>Class A Common Stock</b>	<b>3888</b>	<b>\$7.4023</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(7)	12/16/2021	<b>Class A Common Stock</b>	<b>3888</b>	<b>\$7.4023</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(8)	1/24/2023	<b>Class A Common Stock</b>	<b>60840</b>	<b>\$7.4423</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(6)	1/24/2023	<b>Class A Common Stock</b>	<b>8112</b>	<b>\$7.4423</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(7)	1/24/2023	<b>Class A Common Stock</b>	<b>8112</b>	<b>\$7.4423</b>	<b>D</b>	

**Explanation of Responses:**

- (1) On March 31, 2015, each holder of a unit of Desert Newco, LLC received a number of shares of Class B Common Stock of GoDaddy Inc. Inc. (the "Company") equal to the number of units held by such person. Shares of Class B Common Stock do not have economic rights.
- (2) Represents units of Desert Newco, LLC purchased on February 19, 2014. Pursuant to the terms of an exchange agreement, units of Desert Newco, LLC are exchangeable for shares of Class A Common Stock on a one-for-one basis. Following the closing of the Company's IPO, pursuant to the terms of and subject to the limitations and restrictions set forth in an exchange agreement, units of Desert Newco, LLC are exchangeable for shares of Class A Common Stock on a one-for-one basis. Upon any such exchange for Class A Common Stock, the corresponding shares of Class B Common Stock then owned by such holder will be cancelled.
- (3) 100% of the shares underlying the option vested on December 16, 2011.
- (4) 20% of the shares underlying the option vested on December 16, 2012 and the remaining shares shall vest in 4 equal annual installments thereafter.
- (5) 100% of the shares underlying the option vested on March 31, 2012.
- (6) 100% of the shares underlying the option vested on January 4, 2014.
- (7) 100% of the shares underlying the option vested on February 4, 2015.
- (8) 20% of the shares underlying the option vested on November 1, 2013 and the remaining shares shall vest in 4 equal annual installments thereafter.

**Remarks:**

Executive Vice President and General Counsel

Exhibit 24.1 - Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kelly Nima C/O GODADDY INC. 14455 N. HAYDEN ROAD SCOTTSDALE, AZ 85260</b>			<b>See Remarks</b>	

**Signatures**

**Jessica Hatley, Attorney-in-Fact**

**4/1/2015**

\*\* 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 5(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.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of GoDaddy Inc. (the "Corporation"), hereby constitutes and appoints Nima Kelly, Matthew Kelpy, Matthew Forkner, Jessica Hately, Ronald Hertz and Marc Padwe, each the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Form ID, Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at GoDaddy Inc., in Scottsdale, AZ, as of the date set forth below.

Nima Kelly

/s/ Nima Kelly  
-----

Dated: March 24, 2015  
-----

Witness: /s/ Jessica Hately  
-----

Print Name: Jessica Hately  
-----

Dated: March 24, 2015  
-----