# GODADDY INC.

## FORM S-1MEF
(Registration of Additional Securities (up to 20%))

Filed 03/31/15

| | |
|---|---|
| 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 |

**As filed with the Securities and Exchange Commission on March 31, 2015**

**Registration No. 333-**

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM S-1
# REGISTRATION STATEMENT

***Under***

***The Securities Act of 1933***

# GoDaddy Inc.

**(Exact name of Registrant as specified in its charter)**

| **Delaware** | **7370** | **46-5769934** |
|---|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(Primary Standard Industrial Classification Code Number)** | **(I.R.S. Employer Identification Number)** |

**14455 N. Hayden Road**
**Scottsdale, Arizona 85260**
**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**Blake J. Irving**
**Chief Executive Officer**
**GoDaddy Inc.**
**14455 N. Hayden Road**
**Scottsdale, Arizona 85260**
**(480) 505-8800**
**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Jeffrey D. Saper, Esp.**
**Allison B. Spinner, Esp.**
**Wilson Sonsini Goodrich & Rosati, P.C.**
**650 Page Mill Road**
**Palo Alto, California 94304**
**(650) 493-9300**

**Nima Kelly, Esq.**
**Executive Vice President & General Counsel**
**Matthew Forkner, Esq.**
**Deputy General Counsel**
**GoDaddy Inc.**
**14455 N. Hayden Road**
**Scottsdale, Arizona 85260**
**(480) 505-8800**

**Alan F. Denenberg, Esq.**
**Sarah K. Solum, Esq.**
**Davis Polk & Wardwell LLP**
**1600 El Camino Real**
**Menlo Park, California 94025**
**(650) 752-2000**

**Approximate date of commencement of proposed sale to the public** : As soon as practicable after this registration statement becomes effective.

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, 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. ☒ 333-196615

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 post-effective amendment filed pursuant to Rule 462(d) 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. ☐

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company) Smaller reporting company ☐

## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(2) |
|---|---|---|---|---|
| Class A Common Stock, $0.001 par value | 700,000 | $20.00 | $14,000,000 | $1,626.80 |

(1) Represents only the additional number of shares of Class A common stock being registered. Does not include the securities that the registrant previously registered on the registration statement on Form S-1, as amended (File No. 333-196615).

(2) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed $480,700,000 on a registration statement on Form S-1, as amended (File No. 333-196615), which was declared effective by the Securities and Exchange Commission on March 31, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $14,000,000 are hereby registered.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

GoDaddy Inc. (the "Registrant") is filing this registration statement with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-196615) (the "Prior Registration Statement"), which the Commission declared effective on March 31, 2015.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of Class A common stock offered by the Registrant by 700,000 shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the proposed maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Scottsdale, State of Arizona, on the 31st day of March 2015.

**GODADDY INC.**

By: /s/ Scott W. Wagner
Scott W. Wagner
*Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| * <br> **Blake J. Irving** | Chief Executive Officer and Director <br> (Principal Executive Officer) | March 31, 2015 |
| /s/ Scott W. Wagner <br> **Scott W. Wagner** | Chief Financial Officer <br> (Principal Financial Officer) | March 31, 2015 |
| /s/ Matthew B. Kelpy <br> **Matthew B. Kelpy** | Chief Accounting Officer <br> (Principal Accounting Officer) | March 31, 2015 |
| * <br> **Bob Parsons** | Director | March 31, 2015 |
| * <br> **Herald Y. Chen** | Director | March 31, 2015 |
| * <br> **Richard H. Kimball** | Director | March 31, 2015 |
| * <br> **Gregory K. Mondre** | Director | March 31, 2015 |

| Signature | Title | Date |
|---|---|---|
| /s/ John I. Park<br>**John I. Park** | Director | March 31, 2015 |
| *<br>**Elizabeth S. Rafael** | Director | March 31, 2015 |
| *<br>**Charles J. Robel** | Director | March 31, 2015 |
| *<br>**Lee E. Wittlinger** | Director | March 31, 2015 |

* By: /s/ Scott W. Wagner
**Attorney-in-fact**

## EXHIBIT INDEX

| Exhibit Number | Description |
|---|---|
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation. |
| 23.1 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| 23.3 | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1). |
| 24.1* | Power of Attorney (included in pages II-5 and II-6 to the registration statement on Form S-1 filed on June 9, 2014). |

* Previously filed.

**Exhibit 5.1**

March 31, 2015

GoDaddy Inc.
14455 N. Hayden Road
Scottsdale, Arizona 85260

**Re: Registration Statement on Form S-1**

This opinion is furnished to you in connection with the Registration Statement on Form S-1, as amended (the " **Registration Statement** "), filed by GoDaddy Inc. (the " **Company** ") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the " **Securities Act** "), in connection with the registration under the Securities Act of 26,000,000 shares of the Company's Class A common stock, $0.001 par value per share (including up to 3,000,000 shares issuable upon exercise of an option granted to the underwriters by the Company) (the " **Shares** "). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-196615) (the " **Prior Registration Statement** "), which was declared effective on March 31, 2015, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the " **Underwriting Agreement** ").

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

**Exhibit 23.1**

**Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 24, 2015, except for the effect of the reverse split of LLC units as described in Note 15, as to which the date is March 11, 2015, with respect to the consolidated financial statements of Desert Newco, LLC, included in Amendment No. 7 to the Registration Statement of GoDaddy Inc. (Form S-1 No. 333-196615) and related Prospectus of GoDaddy Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Phoenix, Arizona
March 31, 2015

**Exhibit 23.2**

**Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated February 24, 2015 with respect to the balance sheets of GoDaddy Inc. included in Amendment No. 7 to the Registration Statement (Form S-1 No. 333-196615) and related Prospectus of GoDaddy Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Phoenix, Arizona
March 31, 2015