

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 5, 2018

Web.com Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51595
(Commission
File Number)

94-3327894
(IRS Employer
Identification No.)

12808 Gran Bay Parkway West, Jacksonville, FL
(Address of principal executive offices)

32258
(Zip Code)

Registrant's telephone number, including area code: **(904) 680-6600**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On August 5, 2018, Web.com Group, Inc., a Delaware corporation (the “Company” or “Web.com”), entered into an Amended and Restated Agreement and Plan of Merger (the “Amended Merger Agreement”) with Parker Private Holdings II LLC, a Delaware limited liability company (“Parent”), and Parker Private Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”). The Amended and Restated Merger Agreement amends and restates in its entirety the Agreement and Plan of Merger, dated June 20, 2018, by and the Company, Parent and Merger Sub (the “Original Merger Agreement”).

Amended Merger Agreement

Pursuant to the Amended Merger Agreement, the Merger Consideration increased from \$25.00 per share to \$28.00 per share in cash, without interest and subject to any required tax withholding.

The Amended Merger Agreement provides that the termination fee payable by the Company in the event the Company enters into a definitive agreement with respect to a Superior Proposal, changes its recommendation with respect to the transactions contemplated by the Amended Merger Agreement, or willfully and materially breaches the non-solicitation provisions in the Amended Merger Agreement, in each case in certain circumstances in accordance with the Amended Merger Agreement, equals \$39.1 million.

The Amended Merger Agreement increased the termination fee payable by Parent to the Company if the Company terminates the Amended Merger Agreement because (i) Parent or Acquisition Sub have breached their respective representations, warranties, covenants or other agreements in the Amended Merger Agreement in certain circumstances and have failed to cure such breach within a certain period or (ii) Parent has failed to consummate the Merger pursuant to the Amended Merger Agreement notwithstanding the satisfaction or waiver of the conditions to Parent’s and Merger Sub’s obligations to do so and certain notice of such failure from the Company to Parent to \$85.06 million.

Except as set forth above, the material terms of the Amended Merger Agreement are substantially the same as the terms of the Original Merger Agreement, which was previously filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 21, 2018.

The foregoing description of the Amended Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Amended Merger Agreement, which will be filed on a current report on Form 8-K later today.

Item 8.01 Other Events

On August 6, 2018, Web.com and Siris Capital Group, LLC issued a joint press release announcing the entry into the Amended Merger Agreement. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
	99.1 Joint Press Release of Web.com Group, Inc. and Siris Capital Group, LLC dated August 6, 2018.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" as defined in the U.S. Private Securities Litigation Reform Act of 1995. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events and these include statements using the words such as will and expected, and similar statements. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations of Web.com. Risks and uncertainties

include, but are not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect Web.com's business and the price of its common stock, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the Amended Merger Agreement by the stockholders of Web.com, and the receipt of certain governmental and regulatory approvals, (iii) the failure of Parent and Merger Sub to obtain the necessary financing pursuant to the arrangements set forth in the debt commitment letters delivered pursuant to the Amended Merger Agreement or otherwise, (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Amended Merger Agreement, (v) the effect of the announcement or pendency of the transaction on Web.com's business relationships, operating results, and business generally, (vi) risks that the proposed transaction disrupts current plans and operations of Web.com and potential difficulties in Web.com employee retention as a result of the transaction, (vii) risks related to diverting management's attention from Web.com's ongoing business operations, and (viii) the outcome of any legal proceedings that may be instituted against Web.com or Parent or Merger Sub related to the Amended Merger Agreement or the transaction. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Web.com described in the "Risk Factors" section of Web.com's Annual Report on Form 10-K for the year ended December 31, 2017, and in Web.com's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed with the SEC on February 23, 2018, and July 31, 2018, respectively, and other documents filed from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Copies of these filings are available online at www.sec.gov and <https://ir.web.com/financial-information/sec-filings>. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Web.com assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Web.com does not give any assurance that it will achieve its expectations.

Additional Information and Where to Find It.

In connection with the proposed transaction, Web.com will be filing with the SEC a proxy statement (the "proxy statement") and mail the proxy statement to its stockholders. **INVESTORS AND SECURITY HOLDERS OF WEB.COM ARE URGED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, AND OTHER RELEVANT DOCUMENTS, AND ANY RELATED AMENDMENTS OR SUPPLEMENTS, FILED WITH THE SEC CAREFULLY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT WEB.COM, THE PROPOSED TRANSACTION AND RELATED MATTERS**. Investors and security holders may obtain free copies of the proxy statement and other documents (when available) that Web.com files with the SEC through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Web.com will be available free of charge on Web.com's website at <https://ir.web.com/financial-information/sec-filings> or by contacting Web.com's Investor Relations Department at Ira.Berger@web.com.

Participants in the Solicitation

Web.com and certain of its directors, executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders of Web.com in connection with the transaction, including a description of their respective direct or indirect interests, by security holdings or otherwise, will be included in the Proxy Statement described above when it is filed with the SEC. Additional information regarding Web.com's directors and executive officers is also included in Web.com's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on March 30, 2018. These documents are available free of charge as described above.

No Offer or Solicitation

This communication is neither an offer to buy, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

**Web.com Announces Amended Agreement to be Acquired by an Affiliate of
Siris Capital Group, LLC for \$28 Per Share in Cash and End of “Go Shop” Period**

JACKSONVILLE, Fla. - August 6, 2018 - [Web.com Group, Inc.](#) (NASDAQ: WEB), a leading global provider of a full range of Internet services and online marketing solutions for small businesses, today announced an amended agreement with affiliates of Siris Capital Group, LLC to purchase all of the outstanding common stock of Web.com for \$28 per share in cash through a merger. In addition, the “go-shop” period provided for under the terms of the previously announced merger agreement between the company and affiliates of Siris Capital Group, LLC has expired.

During the “go-shop” period, Web.com and representatives of BofA Merrill Lynch and J.P. Morgan, two financial advisors to the board of directors of Web.com, engaged in a broad solicitation of strategic and financial parties potentially interested in pursuing an alternative transaction with the company. Out of approximately 87 parties who were contacted, nine executed non-disclosure agreements and were provided access to non-public information about Web.com.

The company received an acquisition proposal from one financial bidder which the transaction committee of the board of directors, in consultation with the company’s independent financial and legal advisors, determined in good faith was a superior proposal compared to the original merger agreement between the company and affiliates of Siris. Under such merger agreement, such affiliates of Siris had a matching right that resulted in several rounds of negotiations with such other financial bidder and ended with the company and such affiliates of Siris entering into an amended and restated merger agreement. The board of directors approved this amended and restated merger agreement. Under the terms of the amended and restated merger agreement, the financial bidder may continue to work with the company and put in a topping bid. In the event Web.com accepts a higher offer from another bidder (including such financial bidder), in accordance with the terms of the amended and restated merger agreement, the company would be required to pay an affiliate of Siris a termination fee of \$39.1 million.

The transaction with Siris’ affiliates is expected to close in the fourth quarter of 2018, subject to approval by Web.com’s stockholders, along with customary closing conditions. Upon completion of the acquisition, Web.com will become wholly owned by an affiliate of Siris. As previously reported, on July 20, 2018, the U.S. Federal Trade Commission granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), in connection with the merger with an affiliate of Siris. Early termination of the waiting period under the HSR Act satisfied one of the conditions to the closing of the merger with an affiliate of Siris.

About Web.com

Since 1997 Web.com (Nasdaq: WEB) has been the marketing partner for businesses wanting to connect with more customers and grow. We listen, then apply our expertise to deliver solutions that owners need to market and manage their businesses, from building brands online to reaching more customers or growing relationships with existing customers. For some, this means a fast, reliable, attractive website; for others, it means customized marketing plans that deliver local leads; and for others, it means customer-scheduling or customer-relationship marketing (CRM) tools that help businesses run more efficiently. Owners from big to small can focus on running the companies they know while we handle the marketing they need. To learn how this global company collaborates with customers and employees to achieve their potential, explore www.web.com or follow on Twitter at [@webdotcom](https://twitter.com/webdotcom) or on Facebook at www.facebook.com/web.com.

About Siris Capital Group, LLC | Siris Capital

Siris Capital is a leading private equity firm focused on making control investments in data, telecommunications, technology and technology-enabled business service companies in North America. Integral to Siris’ investment approach is its partnership with exceptional senior operating executives, or executive partners, who work with Siris on a consulting basis to identify, validate and operate investment opportunities. Their significant involvement allows Siris to partner with management to add value both operationally and strategically. To learn more, visit us at www.siriscapital.com.

FORWARD LOOKING STATEMENTS

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IMPORTANT INFORMATION FOR INVESTORS

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PARTICIPANTS IN THE SOLICITATION

Web.com and certain of its directors, executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders of Web.com in connection with the transaction, including a description of their respective direct or indirect interests, by security holdings or otherwise, will be included in the Proxy Statement described above when it is filed with the SEC. Additional information regarding Web.com's directors and executive officers is also included in Web.com's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on March 30, 2018. These documents are available free of charge as described above.

NO OFFER OR SOLICITATION

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