

PayPal Holdings, Inc.  
Form 3  
October 05, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Marino Gary J</p> <p>(Last) (First) (Middle)</p> <p>C/O PAYPAL HOLDINGS, INC.,Â 2211 NORTH FIRST STREET</p> <p>(Street)</p> <p>SAN JOSE,Â CAÂ 95131</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/28/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PayPal Holdings, Inc. [PYPL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Chief Commercial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
Common Stock	44,129 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2020	Common Stock	2,633	\$ 34.99	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2021	Common Stock	6,501	\$ 35.2	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2022	Common Stock	31,267	\$ 35.88	D	Â
Restricted Stock Units -1	Â (3)	Â (4)	Common Stock	2,256	\$ (5)	D	Â
Restricted Stock Units -2	Â (3)	Â (4)	Common Stock	4,104	\$ (5)	D	Â
Restricted Stock Units -3	Â (3)	Â (4)	Common Stock	6,052	\$ (5)	D	Â
Restricted Stock Units -4	Â (3)	Â (4)	Common Stock	12,103	\$ (5)	D	Â
Restricted Stock Units -5	Â (6)	Â (4)	Common Stock	37,770	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marino Gary J C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131	Â	Â	Â EVP, Chief Commercial Officer	Â

## Signatures

By: Brian Yamasaki For: Gary J. Marino  
Date: 10/05/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The reporting person was granted 13,960 shares of common stock as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on March 1, 2016 and the remainder will vest on 3/1/17.
  - (2) The option grant is subject to a four-year vesting schedule, vesting 12.5% on the 6 month anniversary of the grant and 1/48th per month thereafter.
  - (3) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on the one year anniversary date of the restricted stock unit and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of

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common stock equal to the number of restricted stock units that have vested.

- (4) Not applicable.
- (5) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.

- (6) The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year anniversary, and 33.33% on the second year anniversary and 33.33% on the third year anniversary. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

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### Remarks:

Mr. Â Marino Â previously Â served Â as Â SVP, Â America Â and Â Credit Â Products Â for Â PayPal Â Holdings, Â Inc. Â (the Â

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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