

PayPal Holdings, Inc.
Form 4
April 04, 2017

FORM 4

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

OMB APPROVAL

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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, 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)

1. Name and Address of Reporting Person *
Marino Gary J

(Last) (First) (Middle)

C/O PAYPAL HOLDINGS, INC., 2211 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PayPal Holdings, Inc. [PYPL]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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		
Common Stock	04/01/2017		M		2,256	A	\$ 0	39,405	D
Common Stock	04/01/2017		M		2,052	A	\$ 0	41,457	D
Common Stock	04/01/2017		M		2,018	A	\$ 0	43,475	D
Common Stock	04/01/2017		M		4,035	A	\$ 0	47,510	D
Common Stock	04/01/2017		M		12,591	A	\$ 0	60,101	D

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Common Stock	04/01/2017	F	<u>11,144</u> (1)	D	\$ 43.02	48,957	D
Common Stock	04/03/2017	M	377	A	\$ 34.99	49,334	D
Common Stock	04/03/2017	S	377 <u>(2)</u>	D	\$ 43.2	48,957	D
Common Stock	04/03/2017	M	342	A	\$ 35.2	49,299	D
Common Stock	04/03/2017	S	342 <u>(2)</u>	D	\$ 43.2	48,957	D
Common Stock	04/03/2017	M	336	A	\$ 35.88	49,293	D
Common Stock	04/03/2017	S	336 <u>(2)</u>	D	\$ 43.2	48,957	D
Common Stock	04/03/2017	M	672	A	\$ 35.88	49,629	D
Common Stock	04/03/2017	S	672 <u>(2)</u>	D	\$ 43.2	48,957	D
Common Stock	04/04/2017	S	<u>11,808</u> (2)	D	\$ 42.4258 (3)	37,149	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 34.99	04/03/2017		M	377	<u>(4)</u> 04/01/2020	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 35.2	04/03/2017	M	342	(4)	04/01/2021	Common Stock	34
Non-Qualified Stock Option (right to buy)	\$ 35.88	04/03/2017	M	336	(4)	04/01/2022	Common Stock	33
Non-Qualified Stock Option (right to buy)	\$ 35.88	04/03/2017	M	672	(4)	04/01/2022	Common Stock	67
Restricted Stock Units -1	(6)	04/01/2017	M	2,256	(7)	(8)	Common Stock	2,2
Restricted Stock Units -2	(6)	04/01/2017	M	2,052	(7)	(8)	Common Stock	2,0
Restricted Stock Units -3	(6)	04/01/2017	M	2,018	(7)	(8)	Common Stock	2,0
Restricted Stock Units -4	(6)	04/01/2017	M	4,035	(7)	(8)	Common Stock	4,0
Restricted Stock Units -5	(6)	04/01/2017	M	12,591	(9)	(8)	Common Stock	12,5
Restricted Stock Units -6	(6)				(9)	(8)	Common Stock	72,7
Restricted Stock Units -7	(6)				(10)	(8)	Common Stock	6,9
Restricted Stock Units -8	(6)				(10)	(8)	Common Stock	13,9

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			EVP, Chief Commercial Officer	

Signatures

By: Brian Yamasaki For: Gary J. Marino
Date: 04/04/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 2,256 shares of restricted stock granted to the Reporting Person on 04/01/13, (b) 2,052 shares of restricted stock granted to the Reporting Person on 04/01/14, (c) 2,018 shares of restricted stock granted to the Reporting Person on 04/01/15, (d) 4,035 shares of restricted stock granted to the Reporting Person on 04/01/15, and (e) 12,591 shares of restricted stock granted to the Reporting Person on 04/01/16.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$42.27 to \$42.54.
- (4) 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.
- (5) Total represents an aggregate amount of 24,208 shares beneficially held after both exercises are reflected.
- (6) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
- (7) 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 common stock equal to the number of restricted stock units that have vested.
- (8) Not applicable.
- (9) The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year anniversary date of the restricted stock unit, 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.
- (10) The reporting person earned 41,959 shares in respect of performance-based restricted stock units (PBRsUs) for the 2015-2016 performance period, which were granted to the reporting person as restricted stock units on 3/1/17. Amount represents 50% of the shares subject to such restricted stock units vesting on the first anniversary of the date of grant.

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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