

PayPal Holdings, Inc.  
Form 4  
April 18, 2017

**FORM 4**

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

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

## OMB APPROVAL

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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ready William 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)  
04/15/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/15/2017                              |                                                             | M                                    | 25,092 A \$ 0                                                           | 169,488                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/15/2017                              |                                                             | M                                    | 5,340 A \$ 0                                                            | 174,828                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/15/2017                              |                                                             | F                                    | 15,881<br>(1) D \$ 42.55                                                | 158,947                                                                                                            | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Restricted<br>Stock Units -3                        | (2)                                                                   | 04/15/2017                              |                                                             | M                                       |                                                                                                              | 25,092                                                         |     | (3)                                                            | (4)                | Common<br>Stock | 25,092                     |
| Restricted<br>Stock Units -4                        | (2)                                                                   | 04/15/2017                              |                                                             | M                                       |                                                                                                              | 5,340                                                          |     | (3)                                                            | (4)                | Common<br>Stock | 5,340                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 35.88                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (5)                                                            | 04/01/2022         | Common<br>Stock | 32,000                     |
| Restricted<br>Stock Units -5                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (6)                                                            | (4)                | Common<br>Stock | 8,000                      |
| Restricted<br>Stock Units -6                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (7)                                                            | (4)                | Common<br>Stock | 37,000                     |
| Restricted<br>Stock Units -7                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (7)                                                            | (4)                | Common<br>Stock | 97,000                     |
| Restricted<br>Stock Units -8                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (8)                                                            | (4)                | Common<br>Stock | 388,000                    |
| Restricted<br>Stock Units -9                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                              |                                                                |     | (9)                                                            | (4)                | Common<br>Stock | 13,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                              |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer                      | Other |
| Ready William J<br>C/O PAYPAL HOLDINGS, INC.<br>2211 NORTH FIRST STREET<br>SAN JOSE, CA 95131 |               |           | EVP, Chief Operating Officer |       |

## Signatures

By: Brian Yamasaki For: William J.  
Ready 04/18/2017

\_\_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).

(1) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 30,432 shares of restricted stock units granted to the Reporting Person on January 15, 2014.

(2) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 20% on the second year anniversary date of the restricted stock unit and 3.33% monthly 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.

(4) Not applicable.

(5) 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.

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.

(7) 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.

(8) 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 quarterly 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.

(9) The reporting person earned a total of 27,972 shares in respect of performance-based restricted stock units (PBRUs) 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 which vested on 3/1/17 (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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