Edgar Filing: Auerbach Jonathan - Form 4

Auerbach Jo Form 4	onathan												
May 01, 20													
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL				
Washington, D.C. 20549								OMB Number:	3235-0287				
Check tl if no lon subject t Section Form 4 o Form 5	ger STATEN o STATEN 16. or										January 31, 2005 verage 's per 0.5		
obligatio may con <i>See</i> Instr 1(b). (Print or Type	ns Section 17(ruction	(a) of the l	Public U	Itility H	Iol	ding Co	mpar	•	1935 or Section				
(Thin of Type	(csponses)												
1. Name and Auerbach J	Address of Reporting onathan	Person <u>*</u>	Symbol			d Ticker o			5. Relationship of I Issuer	Reporting Pers	on(s) to		
(Last)	(First) (Middle)	·		Holdings, Inc. [PYPL] f Earliest Transaction					(Check all applicable)			
C/O PAYPAL HOLDINGS, (Month/Day/Year) Director NIC_2211 NOPTH EIPST STREET 04/27/2018 Delow)						X Officer (give t below)	title 10% Owner other (specify below) Strat, GR & DTA OFC						
Filed(Month/Day/Year) Applicable Line) _X_Form filed byForm filed byForm filed by						Applicable Line) _X_ Form filed by O	int/Group Filing(Check One Reporting Person Iore than One Reporting						
(City)	(State)	(Zip)	Tab	ole I - No	on-]	Derivative	e Secu	rities Acau	ired, Disposed of,	or Beneficiall	v Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ed Date, if	3.	ctic		ties A sed of	cquired (A) (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(D)	Price	(111 str. 5 and 4)				
Common Stock	04/27/2018			S		7,455 (1)	D	\$ 74.2091 (2)	92,141	D			
Common Stock	04/27/2018			S		4,685 (1)	D	\$ 75.0561 (3)	87,456	D			
Common Stock	04/27/2018			S		1,000 (1)	D	\$ 76.024 (4)	86,456	D			
Common Stock	04/27/2018			S		1,557 (1)	D	\$ 74.2034	84,899	D			

Edgar Filing: Auerbach Jonathan - Form 4

Common Stock	04/27/2018	S	600 <u>(1)</u> D	\$ 74.9767 <u>(6)</u>	84,299	D
Common Stock	04/27/2018	S	300 <u>(1)</u> D	\$ 76.05 (7)	83,999	D
Common Stock	04/27/2018	S	2,074 D	\$ 74.2387 (8)	81,925	D
Common Stock	04/27/2018	S	1,084 D	\$ 75.0319 (9)	80,841	D
Common Stock	04/27/2018	S	300 <u>(1)</u> D	\$ 76.0633 (10)	80,541	D
Common Stock	04/27/2018	S	712 <u>(1)</u> D	\$ 74.1955 (11)	79,829	D
Common Stock	04/27/2018	S	475 <u>(1)</u> D	\$ 75.1595 (12)	79,354	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.31					(13)	05/15/2022	Common Stock	81,498

Restricted Stock Units -1	(16)	(14)	(15)	Common Stock	20,374
Restricted Stock Units -2	<u>(16)</u>	(14)	(15)	Common Stock	54,332
Restricted Stock Units -3	<u>(16)</u>	(17)	(15)	Common Stock	10,491
Restricted Stock Units -4	<u>(16)</u>	(17)	(15)	Common Stock	24,259
Restricted Stock Units -6	<u>(16)</u>	(17)	(15)	Common Stock	25,150

Reporting Owners

Reporting Owner Name / AddressDirector10% OwnerOfficerOtherAuerbach Jonathan
C/O PAYPAL HOLDINGS, INC.
2111 NORTH FIRST STREET
SAN JOSE, CA 95131Several and the several addressEVP, CHF Strat, GR & DTA OFCSignatures
By: Brian Yamasaki For: Jonathan
Auerbach05/01/2018

Auerbach
<u>**</u>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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$73.68 to \$74.62.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$74.71 to \$75.70.
- (4) Represents the weighted average price of shares sold at prices that ranged from \$75.76 to \$76.21.
- (5) Represents the weighted average price of shares sold at prices that ranged from \$73.65 to \$74.59.
- (6) Represents the weighted average price of shares sold at prices that ranged from \$74.74 to \$75.25.
- (7) Represents the weighted average price of shares sold at prices that ranged from \$75.77 to \$76.19.
- (8) Represents the weighted average price of shares sold at prices that ranged from \$73.72 to \$74.61.
- (9) Represents the weighted average price of shares sold at prices that ranged from \$74.77 to \$75.51.
- (10) Represents the weighted average price of shares sold at prices that ranged from \$75.81 to \$76.19.
- (11) Represents the weighted average price of shares sold at prices that ranged from \$73.74 to \$74.48.
- (12) Represents the weighted average price of shares sold at prices that ranged from \$74.80 to \$75.65.
- (13) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.

(14)

Edgar Filing: Auerbach Jonathan - Form 4

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.

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

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

(17) animeters y date of the restricted stock unit, 55.55% of the second year animeters y, and 55.55% of the unity year animeters y. Opon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.