

PayPal Holdings, Inc.  
Form 4  
March 03, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHULMAN DANIEL H**

(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)  
**03/01/2017**

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)

President and CEO

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<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                       | 03/01/2017                              |   | F                                    | (A)<br>or<br>(D)<br>D   | 21,512<br>(1)<br>\$<br>42.43   | 164,277  | 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  
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SEC 1474  
(9-02)

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

# Edgar Filing: PayPal Holdings, Inc. - Form 4

| 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) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>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 of<br>Shares |
| Restricted<br>Stock Units -6                        | (2)   | 03/01/2017                              |   | A                                       |   | 181,941  |     | (3)  | (4)                | Common<br>Stock | 18                            |
| Restricted<br>Stock Units -7                        | (2)   | 03/01/2017                              |   | A                                       |   | 125,870  |     | (5)  | (4)                | Common<br>Stock | 12                            |
| Restricted<br>Stock Units -8                        | (2)   | 03/01/2017                              |   | A                                       |   | 26,419   |     | (5)  | (4)                | Common<br>Stock | 20                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 31.56  |   |   |   |   |  |     | (6)  | 10/15/2021         | Common<br>Stock | 16                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 35.88  |   |   |   |   |  |     | (7)  | 04/01/2022         | Common<br>Stock | 14                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 41.64  |   |   |   |   |  |     | (8)  | 07/17/2022         | Common<br>Stock | 30                            |
| Restricted<br>Stock Units -1                        | (2)   |   |   |   |   |  |     | (9)  | (4)                | Common<br>Stock | 67                            |
| Restricted<br>Stock Units -3                        | (2)   |   |   |   |   |  |     | (10)   | (4)                | Common<br>Stock | 54                            |
| Restricted<br>Stock Units -4                        | (2)   |   |   |   |   |  |     | (11)   | (4)                | Common<br>Stock | 11                            |
| Restricted<br>Stock Units -5                        | (2)   |   |   |   |   |  |     | (3)  | (4)                | Common<br>Stock | 16                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SCHULMAN DANIEL H<br>C/O PAYPAL HOLDINGS, INC.<br>2211 NORTH FIRST STREET<br>SAN JOSE, CA 95131 | X             |           | President and CEO |       |

## Signatures

By: Brian Yamasaki For: Daniel H.  
Schulman

03/03/2017

\_\_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).
- Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 41,250 shares subject to restricted stock units granted to the reporting person in respect of performance-based restricted stock units (PBRsUs) for the 2014-2015 performance period.
- (1) 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 vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (3) Not applicable.
- (4) The reporting person earned 152,289 shares in respect of PBRsUs for the 2015-2016 performance period, which were granted to the reporting person as restricted stock units on 3/1/17. 100% of the shares subject to such restricted stock units will vest on the first anniversary of the date of grant.
- (5) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/30/15 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 and 25% each 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 received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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.
- (10) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 07/17/16 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.
- (11)

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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