

Anderson Aaron  
Form 4  
February 06, 2018

**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 \*  
Anderson Aaron

(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)  
02/02/2018

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) below)

VP, Chief Accounting 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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/02/2018                              |                                                             | S                                    | (A)<br>or<br>(D)<br>2,500<br>(1)                                        | \$<br>77.1392<br>(2)                                                                                               | 18,480                                                                  | D                                                                 |
| Common<br>Stock                       | 02/02/2018                              |                                                             | S                                    | (A)<br>or<br>(D)<br>6,867<br>(1)                                        | \$<br>78.0958<br>(3)                                                                                               | 11,613                                                                  | 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.**

SEC 1474  
(9-02)

## Edgar Filing: Anderson Aaron - Form 4

**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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                     |
| Restricted<br>Stock<br>Units -1                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | (5)                | Common<br>Stock                                                     | 1,963                                  |                                                     |
| Restricted<br>Stock<br>Units -2                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | (5)                | Common<br>Stock                                                     | 3,533                                  |                                                     |
| Restricted<br>Stock<br>Units -3                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | (5)                | Common<br>Stock                                                     | 7,204                                  |                                                     |
| Restricted<br>Stock<br>Units -4                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | (5)                | Common<br>Stock                                                     | 4,034                                  |                                                     |
| Restricted<br>Stock<br>Units -5                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (7)                                                            | (5)                | Common<br>Stock                                                     | 3,777                                  |                                                     |
| Restricted<br>Stock<br>Units -6                     | (6)                                                                |                                         |                                                             |                                      |                                                                                                                    | (7)                                                            | (5)                | Common<br>Stock                                                     | 9,098                                  |                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                                    |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                            | Other |
| Anderson Aaron<br>C/O PAYPAL HOLDINGS, INC.<br>2211 NORTH FIRST STREET<br>SAN JOSE, CA 95131 |               |           | VP, Chief<br>Accounting<br>Officer |       |

## Signatures

By: Brian Yamasaki For: Aaron  
Anderson

02/06/2018

\_\_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 \$76.85 to \$77.84

(3) Represents the weighted average price of shares sold at prices that ranged from \$77.89 to \$78.40.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on the one year anniversary date  
(4) 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.

(5) Not applicable.

(6) 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  
(7) 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.