

PayPal Holdings, Inc.
Form 4
July 29, 2015

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 *
Donahoe John J

(Last) (First) (Middle)

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)
07/27/2015

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/27/2015		S	5,895 ⁽¹⁾	A 36.85 ⁽²⁾	680,484	D
Common Stock	07/27/2015		S	369,948 ⁽¹⁾	A 36.71 ⁽³⁾	310,536	D
Common Stock	07/27/2015		S	4,700 ⁽¹⁾	A 37.29 ⁽⁴⁾	305,836	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)

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 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)	\$ 6.6					(5) 03/02/2016	Common Stock 280,938 (6)
Non-Qualified Stock Option (right to buy)	\$ 15					(5) 03/01/2017	Common Stock 483,515 (6)
Non-Qualified Stock Option (right to buy)	\$ 20.28					(5) 03/01/2018	Common Stock 342,790 (6)
Non-Qualified Stock Option (right to buy)	\$ 22.98					(5) 04/02/2019	Common Stock 164,461 (6)
Non-Qualified Stock Option (right to buy)	\$ 34.99					(5) 04/01/2020	Common Stock 121,737 (6)
Non-Qualified Stock Option (right to buy)	\$ 35.19					(5) 04/01/2021	Common Stock 141,819 (6)
Non-Qualified Stock Option (right to buy)	\$ 33.29					(5) 04/01/2021	Common Stock 104,957 (6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Donahoe John J
2211 NORTH FIRST STREET X
SAN JOSE, CA 95131

Signatures

By: Russell S. Elmer For: John J.
Donahoe

07/27/2015

__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 weighed average price of shares sold at a price that ranged from \$36.54 to \$37.29.
- (3) Represents the weighed average price of shares sold at a price that ranged from \$36.24 to \$37.24.
- (4) Represents the weighed average price of shares sold at a price that ranged from \$37.25 to \$37.38.
- (5) The option grant is fully vested.
- (6) The number of shares has been corrected from the Form 4 filed by the reporting person on July 21, 2015 due to a calculation error.

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.