Marino Gary J
Form 4
October 30, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 *
Marino Gary 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)
10/26/2018

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)
Chief Commercial 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2018		M		2,737	A	$ 35.2	87,512	D	
Common Stock	10/26/2018		M		14,120	A	$ 35.88	101,632	D	
Common Stock	10/26/2018		S		12,030 (1)	D	$ 82.8197 (2)	89,602	D	
Common Stock	10/26/2018		S		29,006 (1)	D	$ 83.6187 (3)	60,596	D	
	10/26/2018		S			D		43,890	D	

Common Stock					16,706 (1)		$ 84.6067 (4)		
Common Stock	10/26/2018		S		3,590 (1)	D	$ 85.4136 (5)	40,300	D

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

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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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	$ 35.2	10/26/2018		M			2,737	(6)	04/01/2021	Common Stock	0
Non-Qualified Stock Option (right to buy)	$ 35.88	10/26/2018		M			14,120	(6)	04/01/2022	Common Stock	14,1
Restricted Stock Units -3	(9)							(7)	(8)	Common Stock	2,0
Restricted Stock Units -4	(9)							(7)	(8)	Common Stock	4,0
Restricted Stock Units -5	(9)							(10)	(8)	Common Stock	12,5
Restricted Stock Units -6	(9)							(10)	(8)	Common Stock	48,5
Restricted Stock Units -9	(9)							(10)	(8)	Common Stock	44,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marino Gary J C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131			Chief Commercial Officer	

Signatures

By: Brian Yamasaki For: Gary James Marino	10/30/2018
**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 $82.22 to $83.21.
(3)	Represents the weighted average price of shares sold at prices that ranged from $83.22 to $84.21.
(4)	Represents the weighted average price of shares sold at prices that ranged from $84.23 to $85.22.
(5)	Represents the weighted average price of shares sold at prices that ranged from $85.25 to $85.61.
(6)	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.
(7)	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.
(8)	Not applicable.
(9)	Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
(10)	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.

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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