

Auerbach Jonathan
Form 4
May 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Auerbach Jonathan

(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)
05/15/2018

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)
EVP, CHF Strat, Gr & DTA OFC

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)
Common Stock	03/09/2011		M	100,000	A \$ 12.11	766,108	D
Common Stock	03/09/2011		S	100,000	D \$ 38.5856 (2)	666,108	D
Common Stock	03/09/2011		M	41,000	A \$ 12.11	707,108	D
Common Stock	03/09/2011		S	41,000	D \$ 38.9344 (3)	666,108	D

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

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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)

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 of Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 12.11	03/09/2011		M		100,000		<u>(1)</u>	08/16/2014	Common Stock	100,000
Non Qualified Stock Option (Right to Buy)	\$ 12.11	03/09/2011		M		41,000		<u>(1)</u>	08/16/2014	Common Stock	41,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL EUGENE A 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212	X		CEO	

Signatures

/s/ Jane Lucas for Eugene
A. Hall 03/10/2011

__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) This option is fully exercisable.

This transaction was executed in multiple trades at prices ranging from \$38.50 to \$38.85. The price above reflects the weighted average

(2) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$38.82 to \$39.07. The price above reflects the weighted average

(3) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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FIRST FEDERAL SAVINGS & LOAN ASSOC OF PORT ANGELES 3
358 0 FIRST FEDERAL SAVINGS BANK 7 830 1 FIRST FEDERAL SAVINGS BANK OF
BOSTON 1 124 0 FIRST FINANCIAL BANK NA 1 122 0 FIRST GUARANTY
MORTGAGE CORPORATION A CORPORATION 1 124 0 FIRST MID-ILLINOIS BANK & TRUST
NATIONAL ASSOCIATION 2 240 0 FIRST NATIONAL BANK 1 120 0 FIRST
NATIONAL BANK IN OLNEY 1 121 0 FIRST NATIONAL BANK IN STAUNTON 2 233
0 FIRST NATIONAL BANK OF LITCHFIELD 1 113 0 FIRST NATIONAL BANK OF
PENNSYLVANIA 6 707 1 FIRST NIAGARA BANK N A 2 232 0 FIRST PRIORITY
FINANCIAL INC 2 235 0 FIRST SAFETY BANK 1 112 0 FIRST SECURITY BANK AND
TRUST COMPANY 1 122 0 FIRST SOUTH BANK 1 122 0 FIRST SOUTHWEST BANK 1
110 0 FIRST STATE BANK 3 349 0 FIRST STATE BANK OF MIDDLEBURY 1 123
0 FIRST STATE BANK OF ST CHARLES MO 1 120 0 FIRST UNITED BANK 1 114
0 FIRST-KNOX NATIONAL BANK DIVISION OF THE PARK NATIONAL BANK 1 119
0 FIRSTBANK 1 120 0 FREMONT FEDERAL CREDIT UNION 1 117
0 GATEWAY MORTGAGE CORPORATION 1 119 0 GENOA BANKING COMPANY 1
124 0 GEORGE MASON MORTGAGE LLC A VIRGINIA LIMITED LIABILITY COMPA 2 237
0 GMFS LLC 3 358 0 GMH MORTGAGE SERVICES LLC 1 120 0 GRAND
RAPIDS STATE BANK 1 116 0 GRAYSTONE MORTGAGE LLC 1 115 0 GREATWALL
INC 2 236 0 GROUP MORTGAGE LLC 1 116 0 GUARANTEED RATE INC A
DELAWARE CORPORATION 21 2,473 3 GUARANTY TRUST COMPANY 1 114 0 GUM
TREE MORTGAGE LLC 1 115 0 HAMILTON GROUP FUNDING INC A FLORIDA CORPORATION
1 114 0 HAMILTON HORIZONS FEDERAL CREDIT UNION 1 124 0 HANCOCK BANK
AND TRUST COMPANY 1 115 0 HEARTLAND BANK AND TRUST COMPANY AN ILLINOIS
CORPORATION 5 609 1