

EBAY INC  
Form 8-K  
April 27, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 27, 2016

eBay Inc.

(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-37713                | 77-0430924                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

2065 Hamilton Avenue  
San Jose, CA 95125  
(Address of principal executive offices)

(408) 376-7400  
(Registrant's telephone number, including area code)

Not Applicable.  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2016 Annual Meeting of Stockholders of eBay Inc. (the “Company”) held on April 27, 2016 (the “2016 Annual Meeting”), the Company’s stockholders, upon the recommendation of the Company’s Board of Directors (the “Board of Directors”), approved the amendment and restatement of the eBay Inc. 2008 Equity Incentive Award Plan (as amended, the “2008 Plan”), including an amendment to increase the aggregate number of shares authorized for issuance under the 2008 Plan by 50,000,000 shares.

A brief summary of the 2008 Plan was included as part of Proposal 3 in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 23, 2016 (the “Proxy Statement”). The summary of the 2008 Plan contained in the Proxy Statement is qualified in its entirety by reference to the full text of the 2008 Plan, which is filed as Exhibit 10.01 to this report and is incorporated in response to this Item by reference thereto.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2016 Annual Meeting, the Company’s stockholders voted on the following five proposals:

1. The election of 11 director nominees to serve as members of the Board of Directors until the Company's 2017 Annual Meeting of Stockholders or until his or her respective successor has been elected and qualified (Proposal 1);
2. The approval, on an advisory basis, of the compensation of the Company’s named executive officers (Proposal 2);
3. The approval of the amendment and restatement of the 2008 Plan, including an amendment to increase the aggregate number of shares authorized for issuance under the plan by 50,000,000 shares (Proposal 3);
4. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the Company's fiscal year ending December 31, 2016 (Proposal 4); and
5. A stockholder proposal regarding gender pay equity (Proposal 5).

The following is a summary of the matters voted on at the meeting.

Proposal 1 – Election of Directors. Each of the 11 director nominees proposed by the Company was elected to serve until the Company's 2017 Annual Meeting of Stockholders or until his or her respective successor has been elected and qualified. The voting results were as follows:

| Director Name      | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|-----------|---------------|-------------|------------------|
| Fred D. Anderson   | 927,527   | 414,602       | 580,230     | 65,691,918       |
| Edward W. Barnholt | 915,841   | 534,182       | 611,908     | 65,691,918       |
| Anthony J. Bates   | 917,530   | 198,165       | 589,245     | 65,691,918       |
| Bonnie S. Hammer   | 921,446   | 470,126       | 570,136     | 65,691,918       |
| Kathleen C. Mitic  | 920,092   | 514,140       | 573,482     | 65,691,918       |
| Pierre M. Omidyar  | 923,368   | 911,107       | 548,385     | 65,691,918       |
| Paul S. Pressler   | 930,824   | 701,329       | 590,660     | 65,691,918       |
| Robert H. Swan     | 927,963   | 080,163       | 583,269     | 65,691,918       |
| Thomas J. Tierney  | 913,819   | 201,202       | 593,914     | 65,691,918       |
| Perry M. Traquina  | 932,887   | 731,123       | 589,402     | 65,691,918       |
| Devin N. Wenig     | 930,283   | 407,386       | 565,034     | 65,691,918       |

Proposal 2 – Advisory Vote on Executive Compensation. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 865,970   | 457,657       | 16,025      | 65,691,918       |



Proposal 3 – Amendment and Restatement of 2008 Plan. The Company's stockholders approved the amendment and 3. restatement of the 2008 Plan, including an amendment to increase the aggregate number of shares authorized for issuance under the 2008 Plan by 50,000,000 shares. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 521,827,480 | 411,999,348   | 883,157     | 65,691,918       |

Proposal 4 – Ratification of Independent Auditors. The Company's stockholders ratified the appointment of 4. PricewaterhouseCoopers LLP as the Company's independent auditors for the Company's fiscal year ending December 31, 2016. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 989,328,739 | 10,611,341    | 461,823     | 0                |

5. Proposal 5 – Stockholder Proposal Regarding Gender Pay Equity. The Company's stockholders did not approve the stockholder proposal regarding gender pay equity. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 417,093,396 | 397,086,399   | 120,530,190 | 65,691,918       |

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 10.01       | Registrant's 2008 Equity Incentive Award Plan, as amended and restated. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eBay Inc.  
(Registrant)

Date: April 27, 2016 /s/ Kathryn W. Hall  
Name: Kathryn W. Hall  
Title: Vice President,  
Legal, Deputy General  
Counsel and Assistant  
Secretary

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EXHIBIT INDEX

Exhibit  
No. Description

10.01 Registrant's 2008 Equity Incentive Award Plan, as amended and restated.