

Cutler Scott
 Form 4
 September 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cutler Scott

(Last) (First) (Middle)

C/O EBAY INC., 2025 HAMILTON AVE.

(Street)

SAN JOSE, CA 95125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EBAY INC [EBAY]

3. Date of Earliest Transaction (Month/Day/Year)
 09/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Americas

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/15/2018 | | M | | \$ 0 | D | |
| Common Stock | 09/15/2018 | | F | | \$ 34.1 | D | |
| Common Stock | 09/15/2018 | | M | | \$ 0 | D | |
| Common Stock | 09/15/2018 | | F | | \$ 34.1 | D | |
| Common Stock | 09/15/2018 | | M | | \$ 0 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|---------|--------|---|
| Common Stock | 09/15/2018 | F | 2,253 (1) | D | \$ 34.1 | 93,152 | D |
| Common Stock | 09/15/2018 | M | 1,877 | A | \$ 0 | 95,029 | D |
| Common Stock | 09/15/2018 | F | 650 (1) | D | \$ 34.1 | 94,379 | D |
| Common Stock | 09/15/2018 | M | 2,674 | A | \$ 0 | 97,053 | D |
| Common Stock | 09/15/2018 | F | 925 (1) | D | \$ 34.1 | 96,128 | D |

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

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(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 |
| Restricted Stock Units -3 | (2) | 09/15/2018 | | M | 6,513 | (3) (4) | Common Stock | 6,513 | |
| Restricted Stock Units -4 | (2) | 09/15/2018 | | M | 1,877 | (5) (4) | Common Stock | 1,877 | |
| Restricted Stock Units -5 | (2) | 09/15/2018 | | M | 3,754 | (5) (4) | Common Stock | 3,754 | |
| Restricted Stock Units -6 | (2) | 09/15/2018 | | M | 2,674 | (6) (4) | Common Stock | 2,674 | |
| Restricted Stock Units -7 | (2) | 09/15/2018 | | M | 2,310 | (7) (4) | Common Stock | 2,310 | |
| Non-Qualified Stock Option (right to buy) | \$ 24.37 | | | | | (8) 06/15/2022 | Common Stock | 60,111 | |
| | (2) | | | | | (9) (4) | | 20,000 | |

Restricted
Stock Units -1

Common
Stock

Restricted
Stock Units -2 (2)

(9)

(4)

Common
Stock 40,07

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cutler Scott C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125 | | | SVP, Americas | |

Signatures

Scott Cutler 09/17/2018

__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) No shares were sold - these shares were withheld by the Issuer to satisfy tax withholding requirements in connection with the vesting of restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
The reporting person received restricted stock units, 1/16th of which vests on 6/15/16, and an additional 1/16th of which vests each
- (3) quarter 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.
- (4) Not Applicable.
The reporting person received restricted stock units, 1/16th of which vests on 6/15/17, and an additional 1/16th of which vests each
- (5) quarter 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.
The reporting person received restricted stock units, 1/16th of which vests on 12/15/17, and an additional 1/16th of which vests each
- (6) quarter 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.
The reporting person received restricted stock units, 1/16th of which vests on 6/15/18, and an additional 1/16th of which vests each
- (7) quarter 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) The option grant is subject to a four-year vesting schedule, vesting 25% on 5/18/16 and 1/48th per month thereafter.
The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 6/15/16 and 25% each year
- (9) 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.

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.