

PayPal Holdings, Inc.
Form 3
October 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Marino Gary J
(Last) (First) (Middle)

C/O PAYPAL HOLDINGS,
INC.,Â 2211 NORTH FIRST
STREET

(Street)

SAN JOSE,Â CAAÂ 95131

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
09/28/2016

3. Issuer Name **and** Ticker or Trading Symbol
PayPal Holdings, Inc. [PYPL]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
EVP, 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

44,129 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2020	Common Stock	2,633	\$ 34.99	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2021	Common Stock	6,501	\$ 35.2	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	04/01/2022	Common Stock	31,267	\$ 35.88	D	Â
Restricted Stock Units -1	Â (3)	Â (4)	Common Stock	2,256	\$ (5)	D	Â
Restricted Stock Units -2	Â (3)	Â (4)	Common Stock	4,104	\$ (5)	D	Â
Restricted Stock Units -3	Â (3)	Â (4)	Common Stock	6,052	\$ (5)	D	Â
Restricted Stock Units -4	Â (3)	Â (4)	Common Stock	12,103	\$ (5)	D	Â
Restricted Stock Units -5	Â (6)	Â (4)	Common Stock	37,770	\$ (5)	D	Â

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	Â	Â	Â EVP, Chief Commercial Officer	Â

Signatures

By: Brian Yamasaki For: Gary J. Marino 10/05/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person was granted 13,960 shares of common stock as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on March 1, 2016 and the remainder will vest on 3/1/17.
- (2) 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.
- (3) 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

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common stock equal to the number of restricted stock units that have vested.

- (4) Not applicable.
- (5) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
- (6) The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year anniversary, and 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.

Â

Remarks:

Mr.Â MarinoÂ previouslyÂ servedÂ asÂ SVP,Â AmericaÂ andÂ CreditÂ ProductsÂ forÂ PayPalÂ Holdings,Â Inc.Â (theÂ

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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