

PayPal Holdings, Inc.  
Form 4  
November 03, 2016

**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 \*  
Barel Tomer

(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)  
11/01/2016

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)  
EVP, Chief Risk & Data Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/01/2016		M		6,159	A \$ 36.95	47,283 D
Common Stock	11/01/2016		S		6,159	D \$ 41.861	41,124 D
Common Stock	11/01/2016		M		2,640	A \$ 34.99	43,764 D
Common Stock	11/01/2016		S		2,640	D \$ 41.861	41,124 D
Common Stock	11/01/2016		S		19,969	D \$ 41.8239	21,155 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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 34.99	11/01/2016		M	2,640	<u>(1)</u> 04/01/2020	Common Stock	2,640	
Non-Qualified Stock Option (right to buy)	\$ 36.95	11/01/2016		M	6,159	<u>(1)</u> 04/01/2021	Common Stock	6,159	
Non-Qualified Stock Option (right to buy)	\$ 35.88					<u>(1)</u> 04/01/2022	Common Stock	32,270	
Restricted Stock Units -2	<u>(4)</u>					<u>(2)</u> <u>(3)</u>	Common Stock	2,340	
Restricted Stock Units -3	<u>(4)</u>					<u>(2)</u> <u>(3)</u>	Common Stock	2,930	
Restricted Stock Units -4	<u>(4)</u>					<u>(2)</u> <u>(3)</u>	Common Stock	6,560	
Restricted Stock Units -5	<u>(4)</u>					<u>(2)</u> <u>(3)</u>	Common Stock	5,470	
Restricted Stock Units -6	<u>(4)</u>					<u>(5)</u> <u>(3)</u>	Common Stock	19,900	
Restricted Stock Units -7	<u>(4)</u>					<u>(2)</u> <u>(3)</u>	Common Stock	12,100	
Restricted Stock Units -8	<u>(4)</u>					<u>(5)</u> <u>(3)</u>	Common Stock	37,700	

