

Auerbach Jonathan
 Form 4
 May 01, 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 *
 Auerbach Jonathan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CHF Strat, GR & DTA OFC

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JOSE, CA 95131

(City) (State) (Zip)

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 or Price		
Common Stock	04/27/2018		S		7,455 (1)	D	
					\$ 74.2091 (2)		
Common Stock	04/27/2018		S		4,685 (1)	D	
					\$ 75.0561 (3)		
Common Stock	04/27/2018		S		1,000 (1)	D	
					\$ 76.024 (4)		
Common Stock	04/27/2018		S		1,557 (1)	D	
					\$ 74.2034 (5)		

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Common Stock	04/27/2018	S	600 <u>(1)</u>	D	\$ 74.9767 <u>(6)</u>	84,299	D
Common Stock	04/27/2018	S	300 <u>(1)</u>	D	\$ 76.05 <u>(7)</u>	83,999	D
Common Stock	04/27/2018	S	2,074 <u>(1)</u>	D	\$ 74.2387 <u>(8)</u>	81,925	D
Common Stock	04/27/2018	S	1,084 <u>(1)</u>	D	\$ 75.0319 <u>(9)</u>	80,841	D
Common Stock	04/27/2018	S	300 <u>(1)</u>	D	\$ 76.0633 <u>(10)</u>	80,541	D
Common Stock	04/27/2018	S	712 <u>(1)</u>	D	\$ 74.1955 <u>(11)</u>	79,829	D
Common Stock	04/27/2018	S	475 <u>(1)</u>	D	\$ 75.1595 <u>(12)</u>	79,354	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.31					<u>(13)</u>	05/15/2022	Common Stock	81,498

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

(15) Not applicable.

(16) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.

(17) The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year anniversary date of the restricted stock unit, 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.

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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