

PayPal Holdings, Inc.  
Form 4  
April 04, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHULMAN DANIEL H**

(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)  
**04/01/2017**

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)

President and CEO

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)
Common Stock	04/01/2017		M	18,155 A \$ 0	182,432	D	
Common Stock	04/01/2017		M	54,557 A \$ 0	236,989	D	
Common Stock	04/01/2017		F	37,920 (1) D \$ 43.02	199,069	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units -3	(2)	04/01/2017		M	18,155	(3)	(4)	Common Stock	18,155
Restricted Stock Units -5	(2)	04/01/2017		M	54,557	(5)	(4)	Common Stock	54,557
Non-Qualified Stock Option (right to buy)	\$ 31.56					(6)	10/15/2021	Common Stock	161,000
Non-Qualified Stock Option (right to buy)	\$ 35.88					(7)	04/01/2022	Common Stock	145,000
Non-Qualified Stock Option (right to buy)	\$ 41.64					(8)	07/17/2022	Common Stock	30,000
Restricted Stock Units -1	(2)					(9)	(4)	Common Stock	67,000
Restricted Stock Units -4	(2)					(10)	(4)	Common Stock	11,000
Restricted Stock Units -6	(2)					(5)	(4)	Common Stock	181,000
Restricted Stock Units -7	(2)					(11)	(4)	Common Stock	125,000
Restricted Stock Units -8	(2)					(11)	(4)	Common Stock	26,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULMAN DANIEL H C/O PAYPAL HOLDINGS, INC.	X		President and CEO	

2211 NORTH FIRST STREET  
SAN JOSE, CA 95131

## Signatures

By: Brian Yamasaki For: Daniel H.  
Schulman

04/03/2017

\_\_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) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of (a) 18,155 shares of restricted stock granted to the Reporting Person on 4/1/15 and (b) 54,557 shares of restricted stock granted to the Reporting Person on 4/1/16.
- (2) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
- The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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.
- (3) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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.
- (4) Not applicable.
- 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.
- (5) 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.
- (6) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/30/15 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 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.
- (9) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 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.
- The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 07/17/16 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.
- (10) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 07/17/16 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.
- The reporting person earned 152,289 shares in respect of PBRUs for the 2015-2016 performance period, which were granted to the reporting person as restricted stock units on 3/1/17. 100% of the shares subject to such restricted stock units will vest on the first anniversary of the date of grant.
- (11) The reporting person earned 152,289 shares in respect of PBRUs for the 2015-2016 performance period, which were granted to the reporting person as restricted stock units on 3/1/17. 100% of the shares subject to such restricted stock units will vest on the first anniversary of the date of grant.

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.