Adkins Rodney C

September 28, 2017

Form 3

| FORM | 3 UNI | ITED STA | | RITIES AND EXCHANGE COMMISSIO | | DN | M OMB APPROVAL | | | |
|--|-----------------|----------------------------|--|---|--|-------------------------|--|---|-------------|--|
| Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0104 | | | |
| INITIAL STATEMENT OF BENEFICIAL O | | | | OWNERSHIP OF | | | Expires: | January 31 | | |
| | SECURITIES | | | | | | | Estimated average burden hours per | | |
| | | on 17(a) of | at to Section 16(a) of the f the Public Utility Holdi 80(h) of the Investment C | ng Compan | y Act of 193 | | | response | • | |
| (Print or Type Re | esponses) | | | | | | | | | |
| Person St | | | 2. Date of Event Requiring Statement (Month/Day/Year) | ^g 3. Issuer Name and Ticker or Trading Symbol PayPal Holdings, Inc. [PYPL] | | | | | | |
| (Last) | (First) | (Middle) | 09/26/2017 | | Relationship of Reporting son(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | | |
| C/O PAYPAL HOLDINGS, INC., 2211 NORTH FIRST STREET | | | | (Check all applicable) | | | | | | |
| | (Street) | | | X Directo Officer (give title belo | Other | ow) F | iling(| vidual or Join Check Applica rm filed by On | ble Line) | |
| SAN JOSE,Â | . CAÂ 95 | 5131 | | | | _ | | rm filed by Mon ng Person | re than One | |
| (City) | (State) | (Zip) | Table I - N | Non-Deriva | tive Securiti | ties Beneficially Owned | | | | |
| 1.Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | 4. Natur Ownersl (Instr. 5) | - | | ïcial | | |
| Common Sto | ck | | 353 | | D | Â | | | | |
| Reminder: Repor owned directly o | | | each class of securities benefic | ially S | SEC 1473 (7-02 | 2) | | | | |
| | inforr requi | mation cont red to resp | spond to the collection of tained in this form are not ond unless the form displ MB control number. | t | | | | | | |
| Ta | ble II - De | rivative Secu | urities Beneficially Owned (e | e.g., puts, calls | , warrants, op | tions, con | verti | ble securities | 5) | |

| 1. Title of Derivative Security | 2. Date Exercisable and | 3. Title and Amount of | 4. | 5. | 6. Nature of Indirect |
|---------------------------------|-------------------------|------------------------|-------------|------------|-----------------------|
| (Instr. 4) | Expiration Date | Securities Underlying | Conversion | Ownership | Beneficial Ownership |
| | (Month/Day/Year) | Derivative Security | or Exercise | Form of | (Instr. 5) |
| | | (Instr. 4) | Price of | Derivative | |
| | | | Derivative | Security: | |

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| Date | Expiration | Title | Amount or | Security | Direct (D) |
|-------------|------------|-------|-----------|----------|-------------|
| Exercisable | Date | | Number of | | or Indirect |
| | | | Shares | | (I) |
| | | | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Reporting Owner Func / Ruless | Director | 10% Owner | Officer | Other | | |
| Adkins Rodney C C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131 | ÂX | Â | Â | Â | | |
| Signatures | | | | | | |
| By: Brian Yamasaki For: Rodney C Adkins | C. 09/27/2017 | | | | | |
| **Signature of Reporting Person | | Dat | e | | | |

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).

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.