

PayPal Holdings, Inc.
Form 4
April 05, 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 *
Barrese James

(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)
04/01/2016

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)
SVP, Payment Services and CTO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/01/2016		M		17,316	A	\$ 0
Common Stock	04/01/2016		M		5,254	A	\$ 0
Common Stock	04/01/2016		M		4,513	A	\$ 0
Common Stock	04/01/2016		M		3,490	A	\$ 0
Common Stock	04/01/2016		M		4,035	A	\$ 0

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Common Stock	04/01/2016	F	17,617 <u>(1)</u>	D	\$ 39.4	36,346	D	
Common Stock						13	I	by Children <u>(2)</u>

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units -1	<u>(3)</u>	04/01/2016		M	17,316	<u>(4)</u>	<u>(5)</u>	Common Stock	17,316
Restricted Stock Units -2	<u>(3)</u>	04/01/2016		M	5,254	<u>(4)</u>	<u>(5)</u>	Common Stock	5,254
Restricted Stock Units -3	<u>(3)</u>	04/01/2016		M	4,513	<u>(4)</u>	<u>(5)</u>	Common Stock	4,513
Restricted Stock Units -4	<u>(3)</u>	04/01/2016		M	3,490	<u>(4)</u>	<u>(5)</u>	Common Stock	3,490
Restricted Stock Units -6	<u>(3)</u>	04/01/2016		M	4,035	<u>(4)</u>	<u>(5)</u>	Common Stock	4,035
Non-Qualified Stock Option (right to buy)	\$ 22.98					<u>(6)</u>	04/02/2019	Common Stock	1,913
Non-Qualified Stock Option (right to buy)	\$ 34.99					<u>(6)</u>	04/01/2020	Common Stock	13,513
Non-Qualified Stock Option (right to buy)	\$ 35.19					<u>(6)</u>	04/01/2021	Common Stock	27,913
	\$ 35.88					<u>(6)</u>	04/01/2022		32,213

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Restricted
Stock Units -5

(3)

(7)

(5)

Common
Stock

99,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barrese James C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131			SVP, Payment Services and CTO	

Signatures

By: Russell S. Elmer For: James J.
Barrese

04/05/2016

**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) 17,316 shares of restricted stock granted to the Reporting Person on 04/02/12 (b) 5,234 shares of restricted stock granted to the Reporting Person on 04/02/12 (c) 4,513 shares of restricted stock granted to the Reporting Person on 04/02/12 (d) 3,490 shares of restricted stock granted to the Reporting Person on 04/01/14 (e) 4,035 shares of restricted stock granted to the Reporting Person on 04/01/15.

(2) Includes 13 shares held by Mr. Barrese's children. Mr. Barrese disclaims beneficial ownership of these shares.

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

(4) 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.

(5) Not applicable.

(6) 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.

(7) 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.

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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