

PayPal Holdings, Inc.
Form 4
May 16, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pentland Adele Louise

(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)

05/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

SVP, Chief Legal Officer & Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2016		M	6,113 A	\$ 0 6,113	D	
Common Stock	05/15/2016		F	2,298 (1) D	\$ 39.48 3,815	D	
Common Stock	05/15/2016		M	27,166 A	\$ 0 30,981	D	
Common Stock	05/15/2016		F	13,229 (2) D	\$ 39.48 17,752	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Num of Sh
Restricted Stock Units -1	(3)	05/15/2016		M	6,113	(4) (5)	Common Stock 6,1
Restricted Stock Units -2	(3)	05/15/2016		M	27,166	(4) (5)	Common Stock 27,1
Non-Qualified Stock Option (right to buy)	\$ 0					(6) 05/15/2022	Common Stock 48,8
Restricted Stock Units -3	(3)					(7) (5)	Common Stock 50,3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pentland Adele Louise C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131	SVP, Chief Legal Officer & Sec

Signatures

By: Russell S. Elmer For: A. Louise
Pentland 05/16/2016

__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)

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Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 6,113 shares of restricted stock granted to the Reporting Person on May 15, 2015.

- (2) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 27,166 shares of restricted stock granted to the Reporting Person on May 15, 2015.

- (3) 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 the one year anniversary date

- (4) 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.

The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year

- (7) 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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