

Ready William J  
Form 4  
July 31, 2018

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ready William J

(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)  
07/27/2018

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)

EVP, Chief Operating Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/27/2018                              |                                                             | M                                    | 24,878                                                                  | A \$ 35.88                                                                                                         | 119,215                                                                 | D                                                                 |
| Common<br>Stock                       | 07/27/2018                              |                                                             | S                                    | 13,000<br>(1)                                                           | D \$ 87.3547<br>(2)                                                                                                | 106,215                                                                 | D                                                                 |
| Common<br>Stock                       | 07/27/2018                              |                                                             | S                                    | 4,800<br>(1)                                                            | D \$ 88.4627<br>(3)                                                                                                | 101,415                                                                 | D                                                                 |
| Common<br>Stock                       | 07/27/2018                              |                                                             | S                                    | 4,300<br>(1)                                                            | D \$ 89.3883<br>(4)                                                                                                | 97,115                                                                  | D                                                                 |

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|              |            |   |                     |   |                          |        |   |
|--------------|------------|---|---------------------|---|--------------------------|--------|---|
| Common Stock | 07/27/2018 | S | <u>2,778</u><br>(1) | D | <u>\$</u><br>(5) 90.0702 | 94,337 | D |
| Common Stock | 07/27/2018 | S | <u>7,400</u><br>(1) | D | <u>\$</u><br>(6) 87.3527 | 86,937 | D |
| Common Stock | 07/27/2018 | S | <u>2,800</u><br>(1) | D | <u>\$</u><br>(7) 88.5117 | 84,137 | D |
| Common Stock | 07/27/2018 | S | <u>2,500</u><br>(1) | D | <u>\$</u><br>(8) 89.4806 | 81,637 | D |
| Common Stock | 07/27/2018 | S | <u>1,300</u><br>(1) | D | <u>\$</u><br>(9) 90.0715 | 80,337 | 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 displays a currently valid OMB control number.**

SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Non-Qualified Stock Option (right to buy)  | \$ 35.88                                               | 07/27/2018                           |                                                    | M                              | 24,878                                                                                  | (10) 04/01/2022                                          | Common Stock 24,000                                         |
| Restricted Stock Units -10                 | (13)                                                   |                                      |                                                    |                                |                                                                                         | (11) (12)                                                | Common Stock 50,000                                         |
| Restricted Stock Units -5                  | (13)                                                   |                                      |                                                    |                                |                                                                                         | (14) (12)                                                | Common Stock 4,000                                          |
| Restricted Stock Units -6                  | (13)                                                   |                                      |                                                    |                                |                                                                                         | (11) (12)                                                | Common Stock 18,000                                         |
|                                            | (13)                                                   |                                      |                                                    |                                |                                                                                         | (15) (12)                                                | 331                                                         |

Restricted  
Stock Units -8

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships                             |
|-----------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                               | Director    10% Owner    Officer    Other |
| Ready William J<br>C/O PAYPAL HOLDINGS, INC.<br>2211 NORTH FIRST STREET<br>SAN JOSE, CA 95131 | EVP, Chief Operating Officer              |

## Signatures

By: Adele Louise Pentland For: William J.  
Ready

07/31/2018

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the weighted average price of shares sold at prices that ranged from \$86.85 to \$87.83.
- (3) Represents the weighted average price of shares sold at prices that ranged from \$87.87 to \$88.86.
- (4) Represents the weighted average price of shares sold at prices that ranged from \$88.90 to \$89.83.
- (5) Represents the weighted average price of shares sold at prices that ranged from \$89.96 to \$90.1850.
- (6) Represents the weighted average price of shares sold at prices that ranged from \$86.85 to \$87.82.
- (7) Represents the weighted average price of shares sold at prices that ranged from \$87.90 to \$88.86.
- (8) Represents the weighted average price of shares sold at prices that ranged from \$88.95 to \$89.95.
- (9) Represents the weighted average price of shares sold at prices that ranged from \$89.99 to \$90.22.
- (10) Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.  
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.
- (11) Not applicable.
- (12) Not applicable.
- (13) 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 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.
- (14) 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 quarterly 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) 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 quarterly 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.

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.