

EBAY INC  
Form S-8 POS  
June 23, 2008

As filed with the Securities and Exchange Commission on June 23, 2008

Registration No. 333-41944  
Registration No. 333-58046  
Registration No. 333-97729  
Registration No. 333-107832  
Registration No. 333-117913  
Registration No. 333-136118

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

**FORM S-8  
POST-EFFECTIVE AMENDMENT NO. 2 TO  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
eBay Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

77-0430924  
(I.R.S. Employer Identification No.)

2145 Hamilton Avenue  
San Jose, California 95125  
(Address of principal executive offices)

**eBay Inc. 1999 Global Equity Incentive Plan, as amended  
eBay Inc. 2001 Equity Incentive Plan, as amended**

(Full title of the plan)

Michael R. Jacobson  
Senior Vice President, Legal Affairs, General Counsel and Secretary  
eBay Inc.

2145 Hamilton Avenue  
San Jose, California 95125  
(408) 376-7400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 (this Amendment ) relates to the Registration Statements on Form S-8 (File Nos. 333-41944, 333-58046, 333-97729, 333-107832, 333-117913 and 333-136118) (collectively, the Registration Statements ) of eBay Inc. (the Company ) filed with the Securities and Exchange Commission on July 21, 2000, March 30, 2001, August 6, 2002, August 11, 2003, August 4, 2004 and July 28, 2006, respectively. The Registration Statements registered, among other things, 52,000,000 shares of the Company s common stock ( Common Stock ) under the eBay Inc. 1999 Global Equity Incentive Plan, as amended (the 1999 Plan ) and 222,000,000 of Common Stock under the eBay Inc. 2001 Equity Incentive Plan, as amended (the 2001 Plan ). All share numbers herein reflect the stock splits of Common Stock occurring in May 2000, August 2003 and February 2005.

The Company is filing this Amendment to reduce the number of shares of Common Stock that may be issued pursuant to the 1999 Plan by 9,880,574 shares of Common Stock, and to reduce the number of shares of Common Stock that may be issued pursuant to the 2001 Plan by 16,450,415 shares of Common Stock. After giving effect to this Amendment, 42,119,426 shares of Common Stock will be available for issuance under the 1999 Plan, and 205,549,585 shares of Common Stock will be available for issuance under the 2001 Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on June 23, 2008.

**eBay Inc.**

/s/ John J. Donahoe  
 John J. Donahoe  
 President, Chief Executive Officer &  
 Director

**POWER OF ATTORNEY**

**Know All Persons By These Presents**, that each person whose signature appears below constitutes and appoints John Donahoe, Michael R. Jacobson and Rajiv Dutta, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John J. Donahoe		
John J. Donahoe	President, Chief Executive Officer and Director	June 23, 2008
/s/ Robert S. Swan		
Robert H. Swan	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	June 23, 2008
/s/ Phillip P. DePaul		
Phillip P. DePaul	Vice President, Chief Accounting Officer (Principal Accounting Officer)	June 23, 2008
/s/ Pierre M. Omidyar		
Pierre M. Omidyar		June 23, 2008

Founder, Chairman of the Board  
and Director

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Fred D. Anderson		
Fred D. Anderson	Director	June 23, 2008
/s/ Edward W. Barnholt		
Edward W. Barnholt	Director	June 23, 2008
/s/ Philippe Bourguignon		
Philippe Bourguignon	Director	June 23, 2008
/s/ Scott D. Cook		
Scott D. Cook	Director	June 23, 2008
/s/ Rajiv Dutta		
Rajiv Dutta	President, eBay Marketplaces and Director	June 23, 2008
/s/ William Clay Ford, Jr.		
William Clay Ford, Jr.	Director	June 23, 2008
/s/ Dawn G. Lepore		
Dawn G. Lepore	Director	June 23, 2008
/s/ David M. Moffett		
David M. Moffett	Director	June 23, 2008
/s/ Richard T. Schlosberg, III		
Richard T. Schlosberg, III	Director	June 23, 2008
/s/ Thomas J. Tierney		
Thomas J. Tierney	Director	June 23, 2008
/s/ Margaret C. Whitman		
Margaret C. Whitman	Special Advisor to the President and Chief Executive Officer and Director	June 23, 2008



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Power of Attorney (included on the signature page of this registration statement).