

PAYPAL HOLDINGS, INC.

Reported by
ANDERSON AARON

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/19/17 for the Period Ending 12/15/17

Address	2211 NORTH FIRST STREET SAN JOSE, CA, 95131
Telephone	(408) 967-7400
CIK	0001633917
Symbol	PYPL
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Anderson Aaron (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 (MM/DD/YYYY) <p align="center">12/15/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) VP, Chief Accounting Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2017		M		7204	A	\$0.0	24198	D	
Common Stock	12/15/2017		F		3218 <u>(1)</u>	D	\$75.65	20980	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units -3	<u>(2)</u>	12/15/2017		M		7204		<u>(3)</u>	<u>(4)</u>	Common Stock	7204	\$0.0	7204	D	
Restricted Stock Units -1	<u>(2)</u>							<u>(3)</u>	<u>(4)</u>	Common Stock	1963		1963	D	
Restricted Stock Units -2	<u>(2)</u>							<u>(3)</u>	<u>(4)</u>	Common Stock	3533		3533	D	
Restricted Stock Units -4	<u>(2)</u>							<u>(3)</u>	<u>(4)</u>	Common Stock	4034		4034	D	
Restricted Stock Units -5	<u>(2)</u>							<u>(5)</u>	<u>(4)</u>	Common Stock	3777		3777	D	
Restricted Stock Units -6	<u>(2)</u>							<u>(5)</u>	<u>(4)</u>	Common Stock	9098		9098	D	

Explanation of Responses:

- (1) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 7,204 shares of restricted stock granted to the Reporting Person on 12/15/14.
- (2) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
- (3) 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.
- (4) Not applicable.
- (5) 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.

Reporting Owners

