

PAYPAL HOLDINGS, INC.

Reported by
SCHULMAN DANIEL H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/04/18 for the Period Ending 05/31/18

Address	2211 NORTH FIRST STREET SAN JOSE, CA, 95131
Telephone	(408) 967-7400
CIK	0001633917
Symbol	PYPL
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * SCHULMAN DANIEL H (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) 5/31/2018		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/31/2018		S		11000 <u>(1)</u>	D	\$82.2056 <u>(2)</u>	353297	D	
Common Stock	5/31/2018		M		15000	A	\$31.56	368297	D	
Common Stock	5/31/2018		S		13447 <u>(1)</u>	D	\$82.1504 <u>(3)</u>	354850	D	
Common Stock	5/31/2018		S		1553 <u>(1)</u>	D	\$82.6802 <u>(4)</u>	353297	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				
Non-Qualified Stock Option (right to buy)	\$31.56	5/31/2018		M		15000		<u>(5)</u>	10/15/2021	Common Stock	15000	\$0.0	101764	D	
Non-Qualified Stock Option (right to buy)	\$35.88							<u>(6)</u>	4/1/2022	Common Stock	145234		145234	D	
Non-Qualified Stock Option (right to buy)	\$41.64							<u>(7)</u>	7/17/2022	Common Stock	30485		30485	D	
Performance Stock Units	<u>(8)</u>							<u>(8)</u>	4/1/2023	Common Stock	379110		379110	D	
Restricted Stock Units -1	<u>(11)</u>							<u>(9)</u>	<u>(10)</u>	Common Stock	33701		33701	D	
Restricted Stock Units -3	<u>(11)</u>							<u>(12)</u>	<u>(10)</u>	Common Stock	18154		18154	D	
Restricted Stock Units -4	<u>(11)</u>							<u>(13)</u>	<u>(10)</u>	Common Stock	7621		7621	D	
Restricted Stock Units -5	<u>(11)</u>							<u>(14)</u>	<u>(10)</u>	Common Stock	54555		54555	D	
Restricted Stock Units -6	<u>(11)</u>							<u>(14)</u>	<u>(10)</u>	Common Stock	121292		121292	D	
Restricted Stock Units -9	<u>(11)</u>							<u>(14)</u>	<u>(10)</u>	Common Stock	113173		113173	D	

Explanation of Responses:

- (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 \$81.83 to \$82.80.

- (3) Represents the weighted average price of shares sold at prices that ranged from \$81.59 to \$82.58.
- (4) Represents the weighted average price of shares sold at prices that ranged from \$82.595 to \$82.81.
- (5) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/30/15 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- (8) Each performance stock unit represents a contingent right to receive one share of PayPal's common stock. One-half of the performance stock units are earned upon PayPal common stock achieving an average closing price per share of \$105 or higher for 90 consecutive trading days during the five-year performance period. The other one-half of the performance stock units are earned upon PayPal common stock achieving an average closing price per share of \$125 or higher for 90 consecutive trading days during the five-year performance period. If earned, the performance stock units will, subject to certain exceptions, vest ratably on the third, fourth and fifth anniversaries of the grant date. Any performance stock unit that has not been earned and vested as of the fifth anniversary of the grant date will be forfeited.
- (9) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 and 25% each 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.
- (10) Not applicable.
- (11) Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
- (12) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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.
- (13) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 07/17/16 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 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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULMAN DANIEL H C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET SAN JOSE, CA 95131	X		President and CEO	

Signatures

By: Brian Yamasaki For: Daniel H. Schulman

6/1/2018

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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