

# PAYPAL HOLDINGS, INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/14/18

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

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**PayPal Holdings, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**47-2989869**  
(I.R.S. Employer Identification No.)

**2211 North First Street  
San Jose, California 95131**  
(Address of Principal Executive Offices)

**PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan  
PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan**  
(Full title of the plan)

**A. Louise Pentland**  
**Executive Vice President, Chief Business Affairs and Legal Officer**  
**PayPal Holdings, Inc.**  
**2211 North First Street**  
**San Jose, California 95131**  
**(408) 967-1000**  
(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 | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
|                         |  | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share	87,000,000(2)	\$83.81(2)	\$7,291,470,000 (2)	\$907,788.02

- (1) Represents 37,000,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of PayPal Holdings, Inc. (the “Registrant”) being registered hereon that are issuable pursuant to the PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan (the “Equity Plan”) and 50,000,000 shares of Common Stock being registered hereon that may be offered or sold pursuant to the PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan (the “ESPP”, and collectively with the Equity Plan, the “Plans”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock of the Registrant that become issuable under the Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase or decrease in the number of outstanding shares of the Common Stock of the Registrant.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act on the basis of the average of the high and low sale prices for the shares of the Common Stock on June 7, 2018 as reported on The NASDAQ Stock Market.
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## EXPLANATORY NOTE

PayPal Holdings, Inc. (the “Company”) is registering (i) an additional 37,000,000 shares of its Common Stock for issuance under the PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan (the “Equity Plan”) and (ii) an additional 50,000,000 shares of its Common Stock that may be offered or sold pursuant to the PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan (the “ESPP”, and collectively with the Equity Plan, the “Plans”) with the filing of this registration statement on Form S-8. The Company’s stockholders approved the addition of these shares to the Plans at the Company’s 2018 Annual Meeting of Stockholders held on May 23, 2018.

### PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### ITEM 1. PLAN INFORMATION \*

#### ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

- \* The prospectus containing information required by Part I of Form S-8 and related to this Registration Statement is omitted from this Registration Statement in accordance with the note to Part I of Form S-8. The Company will send or give to each participant in the Plans a copy of the applicable prospectus or documents containing information specified in Part I of Form S-8, as specified by Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”), the prospectuses for the Plans is not being filed with or included in this Registration Statement. The prospectuses for the Plans and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, each constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission are incorporated by reference into this Registration Statement:

- (a) The Company’s annual report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on February 7, 2018, which includes audited financial statements for the Company’s fiscal year ended December 31, 2017;
- (b)(1) The Company’s quarterly report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the Commission on April 26, 2018;
- (2) The Company’s current reports on Form 8-K filed with the Commission on January 10, 2018, January 18, 2018, February 15, 2018, April 3, 2018 and May 25, 2018; and
- (3) The description of the Company’s capital stock contained in the Company’s registration statement on Form 10 filed with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended, on February 25, 2015, as amended by Amendment No. 1 filed on April 9, 2015, Amendment No. 2 filed on May 14, 2015, Amendment No. 3 filed on June 2, 2015, Amendment No. 4 filed on June 18, 2015 and Amendment No. 5 filed on June 26, 2015.

All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

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Notwithstanding the foregoing provisions of this Item 3, no document, or portion of or exhibit to a document, that is “furnished” to (rather than “filed” with) the Commission shall be incorporated or deemed to be incorporated by reference in this Registration Statement.

**ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

As permitted by Section 145 of the Delaware General Corporation Law (the “DGCL”), the Company’s Amended and Restated Bylaws (the “Bylaws”) provide that (i) the Company is required to indemnify its directors and officers to the fullest extent permitted by the DGCL; provided, however, that the Company is required to provide indemnification with respect to a proceeding (or part thereof) initiated by one of such persons only if the proceeding (or part thereof) is authorized by the Company’s board of directors, (ii) the Company may, in its discretion, indemnify other persons as set forth in the DGCL, (iii) to the fullest extent permitted by the DGCL, the Company is required to advance all expenses incurred by its directors and officers in connection with a legal proceeding (subject to certain exceptions), (iv) the rights conferred in the Bylaws are not exclusive, (v) the Company is authorized to enter into indemnification agreements with its directors, officers, employees and agents and (vi) the Company may not retroactively amend the Bylaws provisions relating to indemnity.

The Company has entered into agreements with its directors and executive officers that require the Company to indemnify such persons against expenses, judgments, fines and other amounts that such person becomes legally obligated to pay (including expenses of a derivative action) in connection with any proceeding, whether actual, pending, completed or threatened, to which any such person may be made a party by reason of the fact that such person is or was a director or officer of the Company or any of its affiliated enterprises, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company. The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

**ITEM 8. EXHIBITS**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

**ITEM 9. UNDERTAKINGS**

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate,

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the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

**(iii)** To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference herein.

**(b)** That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**(c)** To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

**2.** The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**3.** Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">4.1</a>	Restated Certificate of Incorporation of PayPal Holdings, Inc. (incorporated by reference to Exhibit 3.01 to PayPal Holdings, Inc.'s Quarterly Report on Form 10-Q, as filed with the Commission on July 27, 2017).
<a href="#">4.2</a>	PayPal Holdings, Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.02 to PayPal Holdings, Inc.'s Annual Report on Form 10-K, as filed with the Commission on February 7, 2018).
<a href="#">5.1</a> *	Opinion of Sidley Austin LLP.
<a href="#">23.1</a> *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
<a href="#">23.2</a> *	Consent of Sidley Austin LLP (included in Exhibit 5.1 to this Registration Statement).
<a href="#">24.1</a> *	Power of Attorney (included on the signature page of this Registration Statement).
<a href="#">99.1</a>	PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan (incorporated by reference to Exhibit 10.1 to PayPal Holdings, Inc.'s Current Report on Form 8-K, as filed with the Commission on May 25, 2018).
<a href="#">99.2</a>	PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to PayPal Holdings, Inc.'s Current Report on Form 8-K, as filed with the Commission on May 25, 2018).

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\*Filed herewith

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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 14, 2018.

**PAYPAL HOLDINGS, INC.**

By: /s/ Daniel H. Schulman

Daniel H. Schulman  
President, Chief Executive Officer and Director

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Daniel H. Schulman, John D. Rainey, A. Louise Pentland, Brian Yamasaki and Aaron Anderson, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including all post-effective amendments), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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>
<hr/> <i>/s/ Daniel H. Schulman</i> <hr/> Daniel H. Schulman	President, Chief Executive Officer and Director (Principal Executive Officer)	June 14, 2018
<hr/> <i>/s/ John D. Rainey</i> <hr/> John D. Rainey	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	June 14, 2018
<hr/> <i>/s/ Aaron Anderson</i> <hr/> Aaron Anderson	Vice President, Chief Accounting Officer (Principal Accounting Officer)	June 14, 2018
<hr/> <i>/s/ Rodney C. Adkins</i> <hr/> Rodney C. Adkins	Director	June 14, 2018
<hr/> <i>/s/ Wences Casares</i> <hr/> Wences Casares	Director	June 14, 2018
<hr/> <i>/s/ Jonathan Christodoro</i> <hr/> Jonathan Christodoro	Director	June 14, 2018
<hr/> <i>/s/ John J. Donahoe</i> <hr/> John J. Donahoe	Director	June 14, 2018
<hr/> <i>/s/ David W. Dorman</i> <hr/> David W. Dorman	Director	June 14, 2018
<hr/> <i>/s/ Belinda J. Johnson</i> <hr/> Belinda Johnson	Director	June 14, 2018
<hr/> <i>/s/ Gail J. McGovern</i> <hr/> Gail J. McGovern	Director	June 14, 2018
<hr/> <i>/s/ David M. Moffett</i> <hr/> David M. Moffett	Director	June 14, 2018
<hr/> <i>/s/ Ann M. Sarnoff</i> <hr/> Ann M. Sarnoff	Director	June 14, 2018
<hr/> <i>/s/ Frank D. Yeary</i> <hr/> Frank D. Yeary	Director	June 14, 2018

[ Sidley Austin LLP Letterhead ]

June 14, 2018

PayPal Holdings, Inc.  
2211 North First Street  
San Jose, California 95131

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by PayPal Holdings, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration by the Company of 87,000,000 shares (the “**Registered Shares**”) of the Company’s common stock, par value \$0.0001 per share, 37,000,000 of which Registered Shares are issuable or reserved for issuance pursuant to the PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan (the “**Equity Plan**”) and 50,000,000 of which Registered Shares that may be offered or sold pursuant to the PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan (the “**ESPP**”) and collectively with the Equity Plan, the “**Plans**” and each individually, a “**Plan**”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company’s Restated Certificate of Incorporation, the Company’s Amended and Restated Bylaws, resolutions adopted by the board of directors of the Company relating to the Registration Statement and the issuance of the Registered Shares pursuant to the Plans, and proposals adopted by the stockholders of the Company relating to the Plans at the Company’s 2018 Annual Meeting of Stockholders. We have also examined and relied upon originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity to original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the applicable Plan will be validly issued, fully paid and nonassessable when (a) the Registration Statement shall have become effective under the Securities Act, (b) such Registered Share shall have been duly issued and delivered in the manner contemplated by and in accordance with the applicable Plan, and (c) a certificate in due and proper form representing such Registered Share shall have been duly executed, countersigned, registered and delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) in accordance with the applicable Plan or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to Sidley Austin LLP included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of PayPal Holdings, Inc. of our report dated February 7, 2018 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in PayPal Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
San Jose, California  
June 14, 2018