

**EBAY INC**  
Reported by  
**SCHENKEL SCOTT F.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/19/16 for the Period Ending 12/15/16

Address	2065 HAMILTON AVENUE SAN JOSE, CA 95125
Telephone	408-376-7400
CIK	0001065088
Symbol	EBAY
SIC Code	7389 - 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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>Schenkel Scott F.</b>  (Last) (First) (Middle)  <b>C/O EBAY INC., 2145 HAMILTON AVE.</b>  (Street)  <b>SAN JOSE, CA 95125</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EBAY INC [ EBAY ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <b>Chief Financial Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/15/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	12/15/2016		M		6252	A	\$0.0	104017	D	
Common Stock	12/15/2016		F		3263 <u>(1)</u>	D	\$29.73	100754	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 -9	<u>(2)</u>	12/15/2016		M		6252		<u>(3)</u>	<u>(4)</u>	Common Stock	6252	\$0.0	81277	D	
Non-Qualified Stock Option (right to buy)	\$14.86							<u>(5)</u>	4/2/2019	Common Stock	10157		10157	D	
Non-Qualified Stock Option (right to buy)	\$20.41							<u>(6)</u>	10/15/2021	Common Stock	47252		47252	D	
Non-Qualified Stock Option (right to buy)	\$22.63							<u>(7)</u>	4/1/2020	Common Stock	27914		27914	D	
Non-Qualified Stock Option (right to buy)	\$22.76							<u>(8)</u>	4/1/2021	Common Stock	43174		43174	D	
Non-Qualified Stock Option (right to buy)	\$23.21							<u>(9)</u>	4/1/2022	Common Stock	84847		84847	D	
Non-Qualified Stock Option (right to buy)	\$26.92							<u>(10)</u>	7/17/2022	Common Stock	108432		108432	D	
Restricted Stock Units -3	<u>(2)</u>							<u>(11)</u>	<u>(4)</u>	Common Stock	3489		3489	D	
Restricted Stock Units -4	<u>(2)</u>							<u>(12)</u>	<u>(4)</u>	Common Stock	10792		10792	D	
Restricted Stock Units -5	<u>(2)</u>							<u>(13)</u>	<u>(4)</u>	Common Stock	11813		11813	D	
Restricted Stock Units -6	<u>(2)</u>							<u>(14)</u>	<u>(4)</u>	Common Stock	31817		31817	D	
Restricted Stock Units -7	<u>(2)</u>							<u>(15)</u>	<u>(4)</u>	Common Stock	5304		5304	D	
Restricted Stock Units -8	<u>(2)</u>							<u>(16)</u>	<u>(4)</u>	Common Stock	47144		47144	D	

**Explanation of Responses:**

- (1) No shares were sold - these shares were withheld by the Issuer to satisfy tax withholding requirements in connection with the vesting of restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The reporting person received restricted stock units, 1/16th of which vests on 6/15/16, and an additional 1/16th of which vests each quarter 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 option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (10) The option grant reflects 94,288 shares that vest in full on 7/17/18 and 14,144 shares subject to a four-year vesting schedule, vesting 12.5% on 1/17/16 and 1/48th per month thereafter.
- (11) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2014 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.
- (12) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2015 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 10/15/15 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 4/1/2016 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.
- (15) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 7/17/16 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.
- (16) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 100% on 7/17/18. 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
Schenkel Scott F. C/O EBAY INC. 2145 HAMILTON AVE. SAN JOSE, CA 95125			Chief Financial Officer	

#### Signatures

Scott Frederick Schenkel

12/17/2016

\*\* 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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