

EBAY INC
Reported by
JONES WENDY ELIZABETH

FORM 4
(Statement of Changes in Beneficial Ownership)

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

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|-------------|---|
| Address | 2025 HAMILTON AVENUE SAN JOSE, CA, 95125 |
| Telephone | 408-376-7400 |
| CIK | 0001065088 |
| Symbol | EBAY |
| 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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Jones Wendy Elizabeth | | | EBAY INC [EBAY] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Global Operations | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O EBAY INC., 2025 HAMILTON AVE. | | | 12/15/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN JOSE, CA 95125 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | 5210 | A | \$0.0 | 5210 | D | |
| Common Stock | 12/15/2017 | | M | | 1877 | A | \$0.0 | 7087 | D | |
| Common Stock | 12/15/2017 | | F | | 2719 (1) | D | \$38.37 | 4368 | D | |
| Common Stock | 12/15/2017 | | F | | 980 (1) | D | \$38.37 | 3388 | 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 -4 | (2) | 12/15/2017 | | M | | 5210 | | (3) | (4) | Common Stock | 5210 | \$0.0 | 46891 | D | |
| Restricted Stock Units -6 | (2) | 12/15/2017 | | M | | 1877 | | (5) | (4) | Common Stock | 1877 | \$0.0 | 24403 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.76 | | | | | | | (6) | 4/1/2021 | Common Stock | 2646 | | 2646 | D | |
| Non-Qualified Stock Option (right to buy) | \$23.21 | | | | | | | (7) | 4/1/2022 | Common Stock | 24957 | | 24957 | D | |
| Restricted Stock Units -1 | (2) | | | | | | | (8) | (4) | Common Stock | 8466 | | 8466 | D | |
| Restricted Stock Units -2 | (2) | | | | | | | (9) | (4) | Common Stock | 16636 | | 16636 | D | |
| Restricted Stock Units -3 | (2) | | | | | | | (9) | (4) | Common Stock | 20795 | | 20795 | D | |
| Restricted Stock Units -5 | (2) | | | | | | | (10) | (4) | Common Stock | 4698 | | 4698 | D | |

Explanation of Responses:

- 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.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- 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.
- Not Applicable.
- The reporting person received restricted stock units, 1/16th of which vests on 6/15/17, 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.

- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (8) 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.
- (9) 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.
- (10) The reporting person received restricted stock units, 1/16 of which will vest on 1/15/17 and an additional 1/16 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Wendy Elizabeth C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125 | | | SVP, Global Operations | |

Signatures

Wendy Elizabeth Jones

12/18/2017

—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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