

EBAY INC
Form 4
July 21, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SWAN ROBERT HOLMES

(Last) (First) (Middle)

C/O EBAY INC., 2065 HAMILTON AVE.

(Street)

SAN JOSE, CA 95125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EBAY INC [EBAY]

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/17/2015 | | A | | 43,317 (1) | A | \$ 0 495,573 D |
| Common Stock | 07/17/2015 | | A | | 71,428 (2) | A | \$ 0 567,001 D |
| Common Stock | 07/17/2015 | | A | | 60,000 (3) | A | \$ 0 627,001 D |
| Common Stock | 07/17/2015 | | M | | 68,386 | A | \$ 0 695,387 D |
| Common Stock | 07/17/2015 | | F | | 133,232 (4) | D | \$ 27.9 562,155 D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Units -6 | <u>(5)</u> | 07/17/2015 | | M | 6,750 | <u>(6)</u> | <u>(7)</u> | Common Stock | 6,750 |
| Restricted Stock Units -7 | <u>(5)</u> | 07/17/2015 | | M | 17,002 | <u>(8)</u> | <u>(7)</u> | Common Stock | 17,002 |
| Restricted Stock Units -8 | <u>(5)</u> | 07/17/2015 | | M | 23,205 | <u>(9)</u> | <u>(7)</u> | Common Stock | 23,205 |
| Restricted Stock Units -9 | <u>(5)</u> | 07/17/2015 | | M | 21,429 | <u>(10)</u> | <u>(7)</u> | Common Stock | 21,429 |
| Non-Qualified Stock Option (right to buy) | \$ 4.27 | | | | | <u>(11)</u> | 03/02/2016 | Common Stock | 51,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.36 | | | | | <u>(12)</u> | 02/13/2016 | Common Stock | 56,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.7 | | | | | <u>(13)</u> | 03/01/2017 | Common Stock | 200,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.12 | | | | | <u>(14)</u> | 03/01/2018 | Common Stock | 150,000 |
| Non-Qualified Stock Option (right to buy) | \$ 14.86 | | | | | <u>(15)</u> | 04/02/2019 | Common Stock | 54,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.53 | | | | | <u>(16)</u> | 01/15/2022 | Common Stock | 42,000 |
| | \$ 22.63 | | | | | <u>(17)</u> | 04/01/2020 | | 68,000 |

| | | | | | |
|---|----------|------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 22.76 | (18) | 04/01/2021 | Common Stock | 61, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SWAN ROBERT HOLMES C/O EBAY INC. 2065 HAMILTON AVE. SAN JOSE, CA 95125 | X | | | |

Signatures

Robert Holmes
Swan

07/21/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The reporting person was granted 43,317 restricted stock units as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units).
- (2) The reporting person was granted 71,428 restricted stock units as a result of the company's achievement of certain performance criteria for 2015/2016 (the award was originally allocated to the reporting person as performance-based restricted stock units).
- (3) The reporting person received 60,000 restricted stock units as a result of the achievement of certain performance criteria relating to the third tranche of 30% of a performance share unit award granted in 2012.
- (4) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- (5) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (6) The vesting of these restricted stock units was accelerated in full on July 17, 2015.
- (7) Not Applicable.
- (8) The vesting of these restricted stock units was accelerated in full on July 17, 2015.
- (9) The vesting of these restricted stock units was accelerated in full on July 17, 2015.
- (10) The vesting of these restricted stock units was accelerated in full on July 17, 2015.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (16) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.

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- (17) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (18) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.

Remarks:

(1) In connection with the July 17, 2015 distribution (the "Distribution") by eBay Inc. ("eBay") to its stockholders of all of the

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