

EBAY INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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, 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 \*  
Schenkel Scott F.

(Last) (First) (Middle)

C/O EBAY INC., 2145 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)  
03/01/2016

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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2016		A		26,265 (1)	A	\$ 0 62,524 D
Common Stock	03/01/2016		A		28,746 (2)	A	\$ 0 91,270 D
Common Stock	03/01/2016		F		6,180 (3)	D	\$ 24.25 85,090 D
Common Stock	03/01/2016		F		7,500 (4)	D	\$ 24.25 77,590 D
Common Stock	03/01/2016		F		2,610 (5)	D	\$ 24.25 74,980 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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SEC 1474  
(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.86					<u>(6)</u>	04/02/2019	Common Stock	10,157
Non-Qualified Stock Option (right to buy)	\$ 20.41					<u>(7)</u>	10/15/2021	Common Stock	47,252
Non-Qualified Stock Option (right to buy)	\$ 22.63					<u>(8)</u>	04/01/2020	Common Stock	27,914
Non-Qualified Stock Option (right to buy)	\$ 22.76					<u>(9)</u>	04/01/2021	Common Stock	43,174
Non-Qualified Stock Option (right to buy)	\$ 23.21					<u>(10)</u>	04/01/2022	Common Stock	84,847
Non-Qualified Stock Option (right to buy)	\$ 26.92					<u>(11)</u>	07/17/2022	Common Stock	108,432
Restricted Stock Units -2	<u>(14)</u>					<u>(12)</u>	<u>(13)</u>	Common Stock	5,540
Restricted Stock Units -3	<u>(14)</u>					<u>(15)</u>	<u>(13)</u>	Common Stock	6,978
Restricted Stock Units -4	<u>(14)</u>					<u>(16)</u>	<u>(13)</u>	Common Stock	16,190
	<u>(14)</u>					<u>(17)</u>	<u>(13)</u>		17,720

Restricted Stock Units -5				Common Stock	
Restricted Stock Units -6	(14)	(18)	(13)	Common Stock	42,423
Restricted Stock Units -7	(14)	(19)	(13)	Common Stock	7,072
Restricted Stock Units -8	(14)	(20)	(13)	Common Stock	47,144

## 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

03/02/2016

\_\_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 26,265 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 in April 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
  - (2) The reporting person was granted 28,746 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 in October 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
  - (3) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 13,133 restricted stock units of restricted stock granted to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (this annual award was originally allocated to the reporting person as performance-based restricted stock units in April 2015)(see footnote 1).
  - (4) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 14,373 restricted stock units granted to the Reporting Person on 3/1/16 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 in October 2015 in connection to the spin-off)(see footnote 2).
  - (5) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 5,001 restricted stock units granted to the Reporting Person on 3/2/15 as a result of the company's achievement of certain performance criteria for 2013/2014 (the award was originally allocated to the reporting person as performance-based restricted stock units).
  - (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
  - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
  - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.

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- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (11) 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.
- The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2013 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)
- (13) Not Applicable.
- (14) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- 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.
- (15)
- 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.
- (16)
- 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.
- (17)
- 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.
- (18)
- 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.
- (19)
- (20) 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.

### Remarks:

In addition, Table I, Column 5, includes 1 share acquired under eBay's Employee Stock Purchase Plan on October 30, 2015.

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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