

PayPal Holdings, Inc.  
Form 4  
February 03, 2017

**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 \*  
Marino Gary J

(Last) (First) (Middle)

C/O PAYPAL HOLDINGS, INC., 2211 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PayPal Holdings, Inc. [PYPL]

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2017

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)  
EVP, Chief Commercial 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/01/2017		M		\$ 34.99	44,505	D
Common Stock	02/01/2017		S		\$ 39.96 <sup>(1)</sup> <u>(2)</u>	44,129	D
Common Stock	02/01/2017		M		\$ 35.2	44,471	D
Common Stock	02/01/2017		S		\$ 39.96 <sup>(1)</sup> <u>(2)</u>	44,129	D
	02/01/2017		M			44,465	D

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Common Stock					\$					35.88
Common Stock	02/01/2017		S	336 <sup>(1)</sup>	D	\$	39.96	44,129		D
						<sup>(2)</sup>				
Common Stock	02/01/2017		M	673	A	\$	35.88	44,802		D
Common Stock	02/01/2017		S	673 <sup>(1)</sup>	D	\$	39.96	44,129		D
						<sup>(2)</sup>				

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

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**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)	\$ 34.99	02/01/2017		M	376	<sup>(3)</sup>	04/01/2020	Common Stock	376
Non-Qualified Stock Option (right to buy)	\$ 35.2	02/01/2017		M	342	<sup>(3)</sup>	04/01/2021	Common Stock	342
Non-Qualified Stock Option (right to buy)	\$ 35.88	02/01/2017		M	336	<sup>(3)</sup>	04/01/2022	Common Stock	336
Non-Qualified Stock Option (right to buy)	\$ 35.88	02/01/2017		M	673	<sup>(3)</sup>	04/01/2022	Common Stock	673
Restricted Stock Units -1	<sup>(7)</sup>					<sup>(5)</sup>	<sup>(6)</sup>	Common Stock	2,256

