EBAY INC
Form 10-K/A
February 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

Amendment No. 1

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015.

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _____ to _____.

Commission file number 000-24821

eBay Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0430924**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
2065 Hamilton Avenue San Jose, California	**95125**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code:

(408) 376-7400

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	**Name of exchange on which registered**
Common stock	**The Nasdaq Global Select Market**

Securities registered pursuant to Section 12(g) of the Securities Exchange Act of 1934:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of June 30, 2015, the aggregate market value of the registrant s common stock held by non-affiliates of the registrant was $67,436,299,797 based on the closing sale price as reported on The Nasdaq Global Select Market.

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Class	Outstanding as of January 27, 2016
Common Stock, $0.001 par value per share	1,178,705,177

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates information by reference from the definitive proxy statement for the registrant s Annual Meeting of Stockholders expected to be held on April 27, 2016.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 (this Amendment) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2015 of eBay Inc. (the Original 10-K), as filed with the Securities and Exchange Commission on February 1, 2016, is to re-file Exhibit 12.01 in order to provide the computation of ratios of earnings to fixed charges for the five years ended December 31, 2015 and to correct a numerical error in the computation of the ratio of earnings to fixed charges for the year ended December 31, 2015 that appeared in Exhibit 12.01 to the Original 10-K. Accordingly, Exhibit 12.01 filed with this Amendment supersedes and replaces Exhibit 12.01 to the Original 10-K. Except for the foregoing, this Amendment does not amend or supplement the Original 10-K or update any of the information in the Original 10-K. This Amendment does not reflect events occurring after the filing date of the Original 10-K. As required by rules of the Securities and Exchange Commission, Exhibits 31.01 and 31.02 are also being filed with this Amendment.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 22, 2016.

eBay Inc.

By: /s/ Brian J. Doerger
Brian J. Doerger
Vice President, Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 22, 2016.

Principal Executive Officer:

By: /s/ Devin N. Wenig*
Devin N. Wenig
President and Chief Executive Officer

Principal Financial Officer:

By: /s/ Scott F. Schenkel*
Scott F. Schenkel
Senior Vice President, Chief Financial Officer

Principal Accounting Officer:

By: /s/ Brian J. Doerger
Brian J. Doerger
Vice President, Chief Accounting Officer

Additional Directors

By: /s/ Pierre M. Omidyar*
Pierre M. Omidyar
Founder and Director

By: /s/ Thomas J. Tierney*
Thomas J. Tierney
Chairman of the Board and Director

By: /s/ Fred D. Anderson*
Fred D. Anderson
Director

By: /s/ Edward W. Barnholt*
Edward W. Barnholt
Director

By: /s/ Anthony J. Bates*
Anthony J. Bates
Director

By: /s/ Bonnie S. Hammer*
Bonnie S. Hammer
Director

By: /s/ Kathleen C. Mitic*
Kathleen C. Mitic
Director

By: /s/ Paul S. Pressler*
Paul S. Pressler
Director

By: /s/ Robert H. Swan*
Robert H. Swan
Director

By: /s/ Perry M. Traquina*
Perry M. Traquina
Director

*By: /s/ Brian J. Doerger
Brian J. Doerger
Attorney-in-Fact

INDEX TO EXHIBITS

The following exhibits are being filed with this Form 10-K/A.

No.	Exhibit Description
12.01	Statement regarding computation of ratio of earnings to fixed charges.
31.01	Certification of Registrant s Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Registrant s Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.