

EBAY INC  
Form 8-K  
June 04, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 30, 2018**

**eBay Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-37713**  
**(Commission**

**File Number)**  
**2025 Hamilton Avenue**

**77-0430924**  
**(I.R.S. Employer**

**Identification No.)**

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San Jose, CA 95125

(Address of principal executive offices)

(408) 376-7008

(Registrant's telephone number, including area code)

Not Applicable.

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2018 Annual Meeting of Stockholders of eBay Inc. (the Company) held on May 30, 2018, the Company's stockholders voted on the following four proposals:

1. The election of 13 director nominees to serve as members of the Board of Directors until the Company's 2019 Annual Meeting of Stockholders or until his or her respective successor has been elected and qualified (Proposal 1);
2. The approval, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 2);
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the Company's fiscal year ending December 31, 2018 (Proposal 3); and
4. The ratification of special meeting provisions in the Company's Certificate of Incorporation and Bylaws (Proposal 4).

The following is a summary of the matters voted on at the meeting.

1. **Proposal 1 Election of Directors.** Each of the 13 director nominees proposed by the Company was elected to serve until the Company's 2019 Annual Meeting of Stockholders or until his or her respective successor has been elected and qualified. The voting results were as follows:

| Director Name        | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|------------------|
| Fred D. Anderson Jr. | 784,166,122 | 15,884,109    | 399,153     | 63,428,465       |
| Anthony J. Bates     | 795,108,736 | 5,084,509     | 256,139     | 63,428,465       |
| Adriane M. Brown     | 799,676,642 | 545,640       | 227,102     | 63,428,465       |
| Diana Farrell        | 799,669,233 | 557,444       | 222,707     | 63,428,465       |
| Logan D. Green       | 794,939,016 | 5,262,515     | 247,853     | 63,428,465       |
| Bonnie S. Hammer     | 797,811,050 | 2,418,115     | 220,219     | 63,428,465       |
| Kathleen C. Mitic    | 726,057,909 | 74,169,022    | 222,453     | 63,428,465       |
| Pierre M. Omidyar    | 794,390,870 | 5,833,433     | 225,081     | 63,428,465       |
| Paul S. Pressler     | 791,499,789 | 8,694,328     | 255,267     | 63,428,465       |
| Robert H. Swan       | 797,107,635 | 3,101,558     | 240,191     | 63,428,465       |
| Thomas J. Tierney    | 785,748,014 | 14,297,994    | 403,376     | 63,428,465       |
| Perry M. Traquina    | 790,439,414 | 9,746,797     | 263,173     | 63,428,465       |
| Devin N. Wenig       | 797,267,772 | 2,933,213     | 248,399     | 63,428,465       |

2. **Proposal 2 Advisory Vote on Named Executive Officer Compensation.** The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 742,624,526 | 57,404,831    | 420,027     | 63,428,465       |

3. **Proposal 3 Ratification of Independent Auditors.** The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the Company's fiscal year ending December 31, 2018. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 849,244,340 | 14,312,954    | 320,555     | n/a              |

4. **Proposal 4 Ratification of Special Meeting Provisions.** The Company's stockholders approved the proposal ratifying the special meeting provisions in the Company's Certificate of Incorporation and Bylaws. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 424,575,996 | 375,481,945   | 391,443     | 63,428,465       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**eBay Inc.**

(Registrant)

Date: June 4, 2018

/s/ Marie Oh Huber

Name: Marie Oh Huber

Title: Senior Vice President, Legal Affairs, General  
Counsel and Secretary