

EBAY INC  
Form 4  
April 05, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
WENIG DEVIN

(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)  
04/01/2016

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)

President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
| Common Stock                    | 04/01/2016                           |                                                    | M                              | 78,013                                                            | A \$ 0                                                                                        | 477,120                                                  | D                                          |
| Common Stock                    | 04/01/2016                           |                                                    | F                              | 40,709                                                            | D \$ 23.88                                                                                    | 436,411                                                  | D                                          |

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                         | Expiration Date | Title        |
| Restricted Stock Units -2                  | (2)                                                    | 04/01/2016                           |                                                    | M                              |                                                                                         | 16,621                                                   |     | (3)                                      | (4)             | Common Stock |
| Restricted Stock Units -3                  | (2)                                                    | 04/01/2016                           |                                                    | M                              |                                                                                         | 17,444                                                   |     | (5)                                      | (4)             | Common Stock |
| Restricted Stock Units -4                  | (2)                                                    | 04/01/2016                           |                                                    | M                              |                                                                                         | 15,873                                                   |     | (6)                                      | (4)             | Common Stock |
| Restricted Stock Units -6                  | (2)                                                    | 04/01/2016                           |                                                    | M                              |                                                                                         | 28,075                                                   |     | (7)                                      | (4)             | Common Stock |
| Restricted Stock Units -8                  | (2)                                                    | 04/01/2016                           |                                                    | A                              |                                                                                         | 209,381                                                  |     | (8)                                      | (4)             | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 13.69                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (9)                                      | 10/14/2018      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 14.67                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (9)                                      | 04/13/2019      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 14.86                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (10)                                     | 04/02/2019      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 20.41                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (11)                                     | 10/15/2021      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 22.63                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (12)                                     | 04/01/2020      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 22.76                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (13)                                     | 04/01/2021      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 23.21                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (14)                                     | 04/01/2022      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 26.92                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (15)                                     | 07/17/2022      | Common Stock |

|                              |            |             |            |                 |
|------------------------------|------------|-------------|------------|-----------------|
| Restricted<br>Stock Units -5 | <u>(2)</u> | <u>(16)</u> | <u>(4)</u> | Common<br>Stock |
| Restricted<br>Stock Units -7 | <u>(2)</u> | <u>(17)</u> | <u>(4)</u> | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                   |       |
|--------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                          | Director      | 10% Owner | Officer           | Other |
| WENIG DEVIN<br>C/O EBAY INC.<br>2145 HAMILTON AVE.<br>SAN JOSE, CA 95125 |               |           | President and CEO |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Devin Norse                        | 04/05/2016 |
| Wenig                              |            |
| **Signature of<br>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) Represents shares reacquired to satisfy tax withholding obligations in connection with (a) the vesting of 16,621 shares of restricted stock units granted to the Reporting Person on 4/2/12, (b) the vesting of 17,444 shares of restricted stock units granted to the Reporting Person on 4/1/13, (c) the vesting of 15,873 shares of restricted stock units granted to the Reporting Person on 4/1/14 and (d) the vesting of 28,075 shares of restricted stock units granted to the Reporting Person 4/1/15.
- (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (3) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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.
- (4) Not Applicable.
- (5) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 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.
- (6) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 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.
- (7) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 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.
- (8) The reporting person received restricted stock units, 1/16th of which vests on 6/15/16, and an additional 1/16th of which vests each quarter 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.
- (9) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.

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- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- (16) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 and 25% each 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 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.

### Remarks:

In addition to the equity grant described above, the compensation committee granted performance-based restricted stock units

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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