

PayPal Holdings, Inc.
Form 4
August 20, 2015

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 *
Ferguson Hill

(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)
08/15/2015

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)
SVP, Consumer

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	08/15/2015		M	49,790	A \$ 0	50,274	D
Common Stock	08/15/2015		F	25,378 <u>(1)</u>	D \$ 38.14	24,896	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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units -10	(2)	08/15/2015		M	49,790	(3)	(4)	Common Stock	49,790
Non-Qualified Stock Option (right to buy)	\$ 17.87					(5)	09/09/2018	Common Stock	8,200
Non-Qualified Stock Option (right to buy)	\$ 22.68					(6)	04/13/2019	Common Stock	7,400
Non-Qualified Stock Option (right to buy)	\$ 34.99					(6)	04/01/2020	Common Stock	9,000
Non-Qualified Stock Option (right to buy)	\$ 35.19					(6)	04/01/2021	Common Stock	27,900
Non-Qualified Stock Option (right to buy)	\$ 35.88					(6)	04/01/2022	Common Stock	32,200
Restricted Stock Units -11	(2)					(7)	(4)	Common Stock	16,100
Restricted Stock Units -1	(2)					(7)	(4)	Common Stock	1,000
Restricted Stock Units -2	(2)					(7)	(4)	Common Stock	7,900
Restricted Stock Units -3	(2)					(7)	(4)	Common Stock	5,300
Restricted Stock Units -4	(2)					(7)	(4)	Common Stock	1,600
Restricted Stock Units -5	(2)					(7)	(4)	Common Stock	85,000

