

EBAY INC  
Form 4  
April 03, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(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)

**04/01/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 04/01/2017                              |   | M                                    | 61,392<br>(A)<br>or<br>(D)  | \$ 0<br>495,684  | D  |   |
| Common<br>Stock                       | 04/01/2017                              |   | F                                    | 32,036<br>(1)   | \$<br>33.57  | D  |   |

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |                     |                    |                 |
|---|---|---|---|---|---|--|--|---------------------|--------------------|-----------------|
|   |   |   |   | Code                                    | V   | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           |
| Restricted<br>Stock Units -<br>11                   | (2)   | 04/01/2017                              |   | A                                       |   | 166,816  |  | (3)                 | (4)                | Common<br>Stock |
| Restricted<br>Stock Units -3                        | (5)   | 04/01/2017                              |   | M                                       |   |  | 17,444   | (6)                 | (7)                | Common<br>Stock |
| Restricted<br>Stock Units -4                        | (5)   | 04/01/2017                              |   | M                                       |   |  | 15,873   | (8)                 | (7)                | Common<br>Stock |
| Restricted<br>Stock Units -6                        | (5)   | 04/01/2017                              |   | M                                       |   |  | 28,075   | (9)                 | (7)                | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 13.69  |   |   |   |   |  |  | (10)                | 10/14/2018         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 14.67  |   |   |   |   |  |  | (10)                | 04/13/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 14.86  |   |   |   |   |  |  | (11)                | 04/02/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 20.41  |   |   |   |   |  |  | (12)                | 10/15/2021         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.63  |   |   |   |   |  |  | (13)                | 04/01/2020         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.76  |   |   |   |   |  |  | (14)                | 04/01/2021         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.21  |   |   |   |   |  |  | (15)                | 04/01/2022         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 26.92  |   |   |   |   |  |  | (16)                | 07/17/2022         | Common<br>Stock |
|   | (2)   |   |   |   |   |  |  | (17)                | (4)                |                 |

|                                  |     |      |     |  |                 |
|----------------------------------|-----|------|-----|--|-----------------|
| Restricted<br>Stock Units<br>-10 |     |      |     |  | Common<br>Stock |
| Restricted<br>Stock Units -5     | (5) | (18) | (7) |  | Common<br>Stock |
| Restricted<br>Stock Units -7     | (5) | (19) | (7) |  | Common<br>Stock |
| Restricted<br>Stock Units -8     | (5) | (20) | (7) |  | Common<br>Stock |
| Restricted<br>Stock Units -9     | (2) | (21) | (4) |  | 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  
Wenig  
04/03/2017

Signature of 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) No shares were sold - these shares were withheld by the Issuer to satisfy tax withholding requirements in connection with the vesting of restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The reporting person received restricted stock units, 1/16th of which vests on 6/15/17, 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.
- (4) Not Applicable.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (6) 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.
- (7) Not Applicable.
- (8) 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.

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- (9) 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.
- (10) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (16) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- (17) The reporting person was granted 46,668 restricted stock units as a result of the company's achievement of certain performance criteria for 2015/2016 (the award was originally allocated to the reporting person as performance-based restricted stock units in July 2015). 100% of the shares will vest on 3/1/18.
- (18) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 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.
- (19) 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.
- (20) 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.
- (21) The reporting person was granted 235,826 restricted stock units as a result of the company's achievement of certain performance criteria for 2015/2016. 100% of the shares will vest on 3/1/18.

### 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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