

EBAY INC  
Form SC TO-C  
March 19, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**(Rule 14d-100)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**eBay Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

278642103

(CUSIP Number of Class of Securities (Underlying Common Stock))

eBay Inc.

Attention: Michael R. Jacobson, Esq.

2145 Hamilton Avenue

San Jose, California 95125

(408) 376-7400

(Name, Address, and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Joseph M. Yaffe, Esq.

Latham & Watkins LLP

140 Scott Drive

Menlo Park, California 94025

(650) 328-4600

Calculation of Filing Fee

Transaction valuation

N/A

Amount of filing fee\*

N/A

\* Pursuant to  
General  
Instruction D to  
Schedule TO, a  
filing fee is not  
required in  
connection with  
this filing as it  
relates solely to  
preliminary  
communications  
made before the  
commencement  
of a tender offer.

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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On March 19, 2009, eBay Inc. ( eBay or the Company ) filed with the Securities and Exchange Commission its Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting of Stockholders of the Company to be held on April 29, 2009 (the Proxy Statement ), which contains a proposal submitted to the Company s stockholders to approve amendments to certain of the Company s equity incentive plans to permit a one-time voluntary stock option exchange program for employees other than the Company s named executive officers and directors (the Option Exchange Program ). The Proxy Statement does not constitute an offer to holders of the Company s outstanding stock options to exchange those options. The Option Exchange Program will only be commenced, if at all, if the Company s stockholders approve the proposal to approve amendments to certain of the Company s existing equity plans to permit the Option Exchange Program.

*The Option Exchange Program has not yet commenced. eBay will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program. eBay stockholders and option holders will be able to obtain the written materials described above and other documents filed by eBay with the SEC free of charge from the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by eBay with the SEC by directing a written request to: eBay Inc. 2145 Hamilton Avenue, San Jose, California 95125, Attention: Investor Relations.*

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting of Stockholders (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 19, 2009).