

Schenkel Scott F.
Form 4
March 02, 2018

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 *
Schenkel Scott F.

2. Issuer Name and Ticker or Trading Symbol
EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EBAY INC., 2025 HAMILTON AVE.

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Chief Financial Officer

(Street)
SAN JOSE, CA 95125

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/28/2018 | | S | | 28,688 | D 43.2994 | 91,757 D |
| | | | | | | <u>(1)</u> | |
| Common Stock | 02/28/2018 | | S | | 1,169 | D \$ 43.315 | 90,588 D |
| Common Stock | 02/28/2018 | | M | | 60,100 | A \$ 23.21 | 150,688 D |
| Common Stock | 02/28/2018 | | S | | 60,100 | D \$ 43.2381 | 90,588 D |
| Common Stock | 02/28/2018 | | M | | 41,375 | A \$ 22.76 | 131,963 D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|---------|---|
| Common Stock | 02/28/2018 | S | 41,375 | D | \$ 43.2381 | 90,588 | D |
| Common Stock | 03/01/2018 | F | <u>44,172</u> (2) | D | \$ 42.27 | 46,416 | D |
| Common Stock | 03/01/2018 | M | 89,091 | A | \$ 0 | 135,507 | D |
| Common Stock | 03/01/2018 | M | 107,335 | A | \$ 0 | 242,842 | D |
| Common Stock | 03/01/2018 | F | <u>53,217</u> (3) | D | \$ 42.27 | 189,625 | D |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Non-Qualified Stock Option (right to buy) | \$ 22.76 | 02/28/2018 | | M | 41,375 | <u>(4)</u> 04/01/2021 | Common Stock 41 |
| Non-Qualified Stock Option (right to buy) | \$ 23.21 | 02/28/2018 | | M | 60,100 | <u>(5)</u> 04/01/2022 | Common Stock 60 |
| Restricted Stock Units - 11 | <u>(6)</u> | 03/01/2018 | | M | 107,335 | <u>(7)</u> <u>(8)</u> | Common Stock 10 |
| Restricted Stock Units -10 | <u>(6)</u> | 03/01/2018 | | M | 89,091 | <u>(9)</u> <u>(8)</u> | Common Stock 89 |
| Non-Qualified Stock Option (right to buy) | \$ 14.86 | | | | | <u>(10)</u> 04/02/2019 | Common Stock 10 |
| Non-Qualified | \$ 20.41 | | | | | <u>(11)</u> 10/15/2021 | Common 47 |

| Stock Option (right to buy) | | | | Stock | |
|---|----------|------|------------|-----------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 22.63 | (12) | 04/01/2020 | Common Stock | 27 |
| Non-Qualified Stock Option (right to buy) | \$ 26.92 | (13) | 07/17/2022 | Common Stock | 10 |
| Restricted Stock Unit - 12 | (6) | (14) | (8) | Common Stock | 60 |
| Restricted Stock Units -4 | (6) | (15) | (8) | Common Stock | 5 |
| Restricted Stock Units -5 | (6) | (16) | (8) | Common Stock | 5 |
| Restricted Stock Units -6 | (6) | (17) | (8) | Common Stock | 21 |
| Restricted Stock Units -7 | (6) | (18) | (8) | Common Stock | 3 |
| Restricted Stock Units -8 | (6) | (19) | (8) | Common Stock | 47 |
| Restricted Stock Units -9 | (6) | (20) | (8) | Common Stock | 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schenkel Scott F. C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125 | | | SVP, Chief Financial Officer | |

Signatures

Scott Frederick
Schenkel

03/02/2018

__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) Represents the weighted average price of shares sold at prices that ranged from \$43.29 to \$43.32.
 - (2) No shares were sold - these shares were withheld by the Issuer to satisfy tax withholding requirements in connection with the vesting of 89,091 restricted stock units granted to the Reporting Person on 3/1/17 as a result of the company's achievement of certain performance

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criteria for 2015/2016 (the award was originally allocated to the reporting person as performance-based restricted stock units).

No shares were sold - these shares were withheld by the Issuer to satisfy tax withholding requirements in connection with the vesting of 107,335 restricted stock units granted to the Reporting Person on 3/1/17 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).

- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

The reporting person was granted 107,335 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 vested will vest on 3/1/18.

- (8) Not Applicable.

- (9) The reporting person was granted 89,091 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.

- (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.

- (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 reflects 94,288 shares that vest in full on 7/17/18 and 14,144 shares subject to a four-year vesting schedule, vesting 12.5% on 1/17/16 and 1/48th per month thereafter.

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.

- (14) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2015 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.

- (15) 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.

- (16) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2016 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.

- (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.

- (18) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 100% on 7/17/18. 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, 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.

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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