

WENIG DEVIN
Form 4
December 19, 2017

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., 2025 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)
12/15/2017

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 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 or Price | | | |
| Common Stock | 12/15/2017 | | M | | 13,086 | A | \$ 0 509,714 | D |
| Common Stock | 12/15/2017 | | M | | 10,426 | A | \$ 0 520,140 | D |
| Common Stock | 12/15/2017 | | F | | 6,829 (1) | D | \$ 38.37 513,311 | D |
| Common Stock | 12/15/2017 | | F | | 5,441 (1) | D | \$ 38.37 507,870 | 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)

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 Amount Number of Shares |
| Restricted Stock Units - 11 | (2) | 12/15/2017 | | M | 10,426 | (3) (4) | Common Stock 10, |
| Restricted Stock Units -8 | (5) | 12/15/2017 | | M | 13,086 | (6) (7) | Common Stock 13, |
| Non-Qualified Stock Option (right to buy) | \$ 13.69 | | | | | (8) 10/14/2018 | Common Stock 134 |
| Non-Qualified Stock Option (right to buy) | \$ 14.67 | | | | | (8) 04/13/2019 | Common Stock 134 |
| Non-Qualified Stock Option (right to buy) | \$ 14.86 | | | | | (9) 04/02/2019 | Common Stock 83, |
| Non-Qualified Stock Option (right to buy) | \$ 20.41 | | | | | (10) 10/15/2021 | Common Stock 111 |
| Non-Qualified Stock Option (right to buy) | \$ 22.63 | | | | | (11) 04/01/2020 | Common Stock 139 |
| Non-Qualified Stock Option (right to buy) | \$ 22.76 | | | | | (12) 04/01/2021 | Common Stock 126 |
| Non-Qualified Stock Option (right to buy) | \$ 23.21 | | | | | (13) 04/01/2022 | Common Stock 224 |
| Non-Qualified Stock Option | \$ 26.92 | | | | | (14) 07/17/2022 | Common Stock 47, |

(right to buy)

| | | | | | |
|-------------------------------|------------|-------------|------------|-----------------|-----|
| Restricted Stock Units -10 | <u>(2)</u> | <u>(15)</u> | <u>(4)</u> | Common Stock | 46, |
| Restricted Stock Units -4 | <u>(5)</u> | <u>(16)</u> | <u>(7)</u> | Common Stock | 15, |
| Restricted Stock Units -5 | <u>(5)</u> | <u>(17)</u> | <u>(7)</u> | Common Stock | 13, |
| Restricted Stock Units -6 | <u>(5)</u> | <u>(18)</u> | <u>(7)</u> | Common Stock | 56, |
| Restricted Stock Units -7 | <u>(5)</u> | <u>(19)</u> | <u>(7)</u> | Common Stock | 11, |
| Restricted Stock Units -9 | <u>(2)</u> | <u>(20)</u> | <u>(4)</u> | Common Stock | 235 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WENIG DEVIN C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125 | | | President and CEO | |

Signatures

Devin Norse
Wenig
12/19/2017

**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.
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.
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.
 - (6) 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.

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- (7) Not Applicable.
- (8) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.

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.

(15) 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.

(16) 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.

(17) 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.

(18) 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.

(19) 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.

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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