

EBAY INC  
Form 8-K  
March 09, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 9, 2016**

**eBay Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-37713**  
**(Commission**

**File Number)**  
**2065 Hamilton Avenue**

**77-0430924**  
**(IRS Employer**

**Identification No.)**

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San Jose, CA 95125

(Address of principal executive offices)

(408) 376-7400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On March 9, 2016, eBay Inc. (the Company) closed its sale of \$1,500,000,000 aggregate principal amount of its senior unsecured notes, consisting of \$750,000,000 aggregate principal amount of its 2.500% Notes due 2018 (the 2018 Notes) and \$750,000,000 aggregate principal amount of its 3.800% Notes due 2022 (the 2022 Notes and, together with the 2018 Notes, the Notes) pursuant to an Underwriting Agreement (the Underwriting Agreement) dated March 2, 2016 among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein. The Notes were issued and sold under the Company's effective shelf registration statement on Form S-3 (Registration No. 333-197522) and a related prospectus supplement and prospectus filed with the Securities and Exchange Commission and pursuant to an Indenture, dated as of October 28, 2010 (the Indenture), as supplemented and amended by a Supplemental Indenture dated as of October 28, 2010 (the Supplemental Indenture), each between the Company and Wells Fargo Bank, National Association. The 2018 Notes and the 2022 Notes are each sometimes referred to as a series of Notes. The Underwriting Agreement contains customary representations, warranties and agreements by the Company and customary indemnification provisions.

The Notes of each series are redeemable at the option of the Company, at any time in whole or from time to time in part, at the applicable redemption price specified in the form of Note of such series included in Exhibit 4.3 hereto.

In addition, if a Change of Control Triggering Event (as defined in the respective forms of the Notes included in Exhibit 4.3 hereto) occurs with respect to the Notes of any series, the Company must, subject to certain exceptions, offer to repurchase the Notes of such series at a price equal to 101% of the principal amount, plus accrued and unpaid interest, if any.

The foregoing description of some of the terms of the Notes and the Underwriting Agreement are not complete and are subject to, and qualified in their entirety by reference to, the complete terms and conditions of the Underwriting Agreement, the Indenture, the Supplemental Indenture, the officers' certificate establishing the form and terms of the Notes of each series, and the respective forms of the Notes of each series, which are filed or incorporated by reference, as the case may be, as Exhibits 1.1, 4.1, 4.2, 4.3, 4.4 and 4.5 hereto, respectively, and are incorporated by reference herein. In connection with the issuance of the Notes, Sidley Austin LLP provided the Company with the legal opinion attached hereto as Exhibit 5.1.

On March 2, 2016, the Company issued a press release announcing its agreement to sell the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.****Exhibit**

No.	Description
1.1	Underwriting Agreement dated March 2, 2016 among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
4.1	Indenture dated as of October 28, 2010 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 28, 2010).
4.2	

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Supplemental Indenture dated as of October 28, 2010 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on October 28, 2010).

- 4.3 Officers Certificate dated March 9, 2016 establishing the forms and terms of the Notes.
- 4.4 Form of 2.500% Note due 2018 (included in Exhibit 4.3).
- 4.5 Form of 3.800% Note due 2022 (included in Exhibit 4.3).
- 5.1 Opinion of Sidley Austin LLP relating to the Notes.
- 23.1 Consent of Sidley Austin LLP (included in Exhibit 5.1).
- 99.1 Press release dated March 2, 2016 relating to the offering of the Notes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**eBay Inc.**

Date: March 9, 2016

By: */s/ Kathryn W. Hall*

Name: Kathryn W. Hall

Title: Vice President, Legal, Deputy General Counsel  
and Assistant Secretary

**EXHIBIT INDEX**

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