

EBAY INC
Form 4
December 19, 2016

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 *
Doerger Brian J.

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., 2145 HAMILTON AVE.

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Chief Accounting 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/15/2016 | | M | | 13,928 A \$ 0 | 40,754 | D |
| Common Stock | 12/15/2016 | | M | | 4,559 A \$ 0 | 45,313 | D |
| Common Stock | 12/15/2016 | | F | | 9,647 (1) D \$ 29.73 | 35,666 | D |

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

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number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units -5 | (2) | 12/15/2016 | | M | 13,928 | (3) | (4) | Common Stock | 13,928 |
| Restricted Stock Units -6 | (2) | 12/15/2016 | | M | 4,559 | (5) | (4) | Common Stock | 4,559 |
| Non-Qualified Stock Option | \$ 22.63 | | | | | (6) | 04/01/2020 | Common Stock | 3,142 |
| Non-Qualified Stock Option | \$ 22.76 | | | | | (7) | 04/01/2021 | Common Stock | 7,192 |
| Non-Qualified Stock Option | \$ 23.21 | | | | | (8) | 04/01/2022 | Common Stock | 20,000 |
| Restricted Stock Units -2 | (2) | | | | | (9) | (4) | Common Stock | 10,200 |
| Restricted Stock Units -3 | (2) | | | | | (10) | (4) | Common Stock | 13,500 |
| Restricted Stock Units -4 | (2) | | | | | (11) | (4) | Common Stock | 24,900 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Doerger Brian J.
C/O EBAY INC.
2145 HAMILTON AVE.
SAN JOSE, CA 95125

Director 10% Owner Officer Other

VP, Chief Accounting Officer

Signatures

Brian James
Doerger

12/19/2016

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 13,928 restricted stock units granted to the reporting person on 12/15/2014 and 4,559 restricted stock units granted to the reporting person on 04/01/2016.
 - (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 subject to a four-year vesting schedule, vesting 25% on 12/15/15 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.
 - (4) Not Applicable.
 - (5) 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 option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
 - (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
 - (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
 - (9) 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.
 - (10) 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.
 - (11) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.