

EBAY INC

Form 4

March 17, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yetto Kristin A

(Last) (First) (Middle)

C/O EBAY INC., 2145 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)

03/15/2017

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)

SVP, Chief People Officer

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 Ownership (Instr. 4)
Common Stock	03/15/2017		M	3,126 A	\$ 0 46,972	D	
Common Stock	03/15/2017		F	1,632 (1) D	\$ 32.89 45,340	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)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units -7	(2)	03/15/2017		M	3,126	(3)	(4)	Common Stock	3,126
Non-Qualified Stock Option (right to buy)	\$ 13.12					(5)	03/01/2018	Common Stock	3,937
Non-Qualified Stock Option (right to buy)	\$ 14.86					(6)	04/02/2019	Common Stock	19,350
Non-Qualified Stock Option (right to buy)	\$ 22.63					(7)	04/01/2020	Common Stock	27,910
Non-Qualified Stock Option (right to buy)	\$ 22.76					(8)	04/01/2021	Common Stock	25,350
Non-Qualified Stock Option (right to buy)	\$ 23.21					(9)	04/01/2022	Common Stock	49,910
Non-Qualified Stock Option (right to buy)	\$ 26.92					(10)	07/17/2022	Common Stock	47,140
Restricted Stock Units -2	(2)					(11)	(4)	Common Stock	3,480
Restricted Stock Units -3	(2)					(12)	(4)	Common Stock	6,340
Restricted Stock Units -4	(2)					(13)	(4)	Common Stock	24,820
Restricted Stock Units -5	(2)					(14)	(4)	Common Stock	18,710
Restricted Stock Units -6	(2)					(15)	(4)	Common Stock	23,570

Restricted Stock Units -8	<u>(2)</u>	<u>(16)</u>	<u>(4)</u>	Common Stock	26,20
Restricted Stock Units -9	<u>(2)</u>	<u>(17)</u>	<u>(4)</u>	Common Stock	23,33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yetto Kristin A C/O EBAY INC. 2145 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Chief People Officer	

Signatures

Kristin Ann
Yetto 03/16/2017

**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.
- (3) 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.
- (4) Not Applicable.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 1/17/16 and 1/48th per month thereafter.
- (11) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2014 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.
- (12) 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.
- (13) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 6/15/15 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.

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- (14) 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.
- (15) 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.
- (16) The reporting person was granted 52,408 restricted stock units as a result of the company's achievement of certain performance criteria for 2015/2016. 50% of the shares vested on the date of grant and the remainder will vest on 3/1/18.
- (17) 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. 50% of the shares vested on the date of grant and the remainder 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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