

EBAY INC  
Form 4  
January 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
SWAN ROBERT HOLMES

(Last) (First) (Middle)

C/O EBAY INC., 2065 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)  
01/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

SVP, Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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                    |                                      |  |                                | (A) or (D) Price  | 435,000   | 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)**

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| 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 of Underlying Security (Instr. 3 and 4) |              |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--------------|--|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date                                | Title        | Amount of Underlying Security (Instr. 3 and 4) |
| Non-Qualified Stock Option (right to buy)  | \$ 53.015  | 01/15/2015                           |  | A                              |   | 42,857   |     | (1)   | 01/15/2022                                     | Common Stock | 42,857   |
| Restricted Stock Units -9                  | (2)  | 01/15/2015                           |  | A                              |   | 21,429   |     | (3)   | (4)  | Common Stock | 21,429   |
| Non-Qualified Stock Option (right to buy)  | \$ 10.5  |                                      |  |                                |   |  |     | (5)   | 03/02/2016                                     | Common Stock | 91,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 13.19   |                                      |  |                                |   |  |     | (6)   | 02/13/2016                                     | Common Stock | 112,000  |
| Non-Qualified Stock Option (right to buy)  | \$ 23.88   |                                      |  |                                |   |  |     | (7)   | 03/01/2017                                     | Common Stock | 225,000  |
| Non-Qualified Stock Option (right to buy)  | \$ 25.85   |                                      |  |                                |   |  |     | (8)   | 03/03/2015                                     | Common Stock | 17,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 26.36   |                                      |  |                                |   |  |     | (6)   | 08/08/2015                                     | Common Stock | 56,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 32.29   |                                      |  |                                |   |  |     | (9)   | 03/01/2018                                     | Common Stock | 150,000  |
| Non-Qualified Stock Option (right to buy)  | \$ 36.59   |                                      |  |                                |   |  |     | (10)  | 04/02/2019                                     | Common Stock | 54,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 55.71   |                                      |  |                                |   |  |     | (11)  | 04/01/2020                                     | Common Stock | 68,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 56.04   |                                      |  |                                |   |  |     | (12)  | 04/01/2021                                     | Common Stock | 61,000   |
| Restricted Stock Units -5                  | (2)  |                                      |  |                                |   |  |     | (13)  | (4)  | Common Stock | 9,300  |
|  | (2)  |                                      |  |                                |   |  |     | (14)  | (4)  |              | 13,000   |

|                              |     |      |     |                 |     |
|------------------------------|-----|------|-----|-----------------|-----|
| Restricted<br>Stock Units -6 |     |      |     | Common<br>Stock |     |
| Restricted<br>Stock Units -7 | (2) | (15) | (4) | Common<br>Stock | 25, |
| Restricted<br>Stock Units -8 | (2) | (16) | (4) | Common<br>Stock | 30, |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| SWAN ROBERT HOLMES<br>C/O EBAY INC.<br>2065 HAMILTON AVE.<br>SAN JOSE, CA 95125 |               |           | SVP, Finance & CFO |       |

## Signatures

Robert Holmes  
Swan

01/16/2015

\*\*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) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 07/15/15 and 1/48th per month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.
- (3) The reporting person received 21,429 restricted stock units subject to a four-year vesting schedule, vesting 25% on 1/15/16 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.
- (4) Not Applicable.
- (5) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/09 and 1/48th per month thereafter.
- (6) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 2/8/09 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/10 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/08 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- (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 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 reporting person received 37,500 restricted stock units subject to a four-year vesting schedule, vesting 25% on 3/1/12 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.
- (14) The reporting person received 27,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 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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- (15) The reporting person received 34,006 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.
- (16) The reporting person received 30,941 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.

### **Remarks:**

As part of the Company's total executive compensation program, and consistent with its past practice, the Compensation Com

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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