

EBAY INC
Form 4
March 02, 2016

FORM 4

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

OMB APPROVAL

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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., 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)
03/01/2016

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 03/01/2016 | | A | | 77,249 (1) \$ 0 | D | |
| Common Stock | 03/01/2016 | | A | | 67,637 (2) \$ 0 | D | |
| Common Stock | 03/01/2016 | | F | | 20,155 (3) \$ 24.25 | D | |
| Common Stock | 03/01/2016 | | F | | 17,647 (4) \$ 24.25 | D | |
| Common Stock | 03/01/2016 | | F | | 13,048 (5) \$ 24.25 | D | |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.69 | | | | | <u>(6)</u> 10/14/2018 | Common Stock | 134,207 |
| Non-Qualified Stock Option (right to buy) | \$ 14.67 | | | | | <u>(6)</u> 04/13/2019 | Common Stock | 134,207 |
| Non-Qualified Stock Option (right to buy) | \$ 14.86 | | | | | <u>(7)</u> 04/02/2019 | Common Stock | 83,108 |
| Non-Qualified Stock Option (right to buy) | \$ 20.41 | | | | | <u>(8)</u> 10/15/2021 | Common Stock | 111,183 |
| Non-Qualified Stock Option (right to buy) | \$ 22.63 | | | | | <u>(9)</u> 04/01/2020 | Common Stock | 139,563 |
| Non-Qualified Stock Option (right to buy) | \$ 22.76 | | | | | <u>(10)</u> 04/01/2021 | Common Stock | 126,982 |
| Non-Qualified Stock Option (right to buy) | \$ 23.21 | | | | | <u>(11)</u> 04/01/2022 | Common Stock | 224,595 |
| Non-Qualified Stock Option (right to buy) | \$ 26.92 | | | | | <u>(12)</u> 07/17/2022 | Common Stock | 47,144 |
| | <u>(15)</u> | | | | | <u>(13)</u> <u>(14)</u> | | 16,621 |

| | | | | | |
|------------------------------|------|--|------|-----------------|-------------------------|
| Restricted Stock Units -2 | | | | Common Stock | |
| Restricted Stock Units -3 | (15) | | (16) | (14) | Common Stock 34,888 |
| Restricted Stock Units -4 | (15) | | (17) | (14) | Common Stock 47,619 |
| Restricted Stock Units -5 | (15) | | (18) | (14) | Common Stock 41,694 |
| Restricted Stock Units -6 | (15) | | (19) | (14) | Common Stock 112,299 |
| Restricted Stock Units -7 | (15) | | (20) | (14) | Common Stock 23,573 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WENIG DEVIN C/O EBAY INC. 2145 HAMILTON AVE. SAN JOSE, CA 95125 | | | President and CEO | |

Signatures

Devin Norse
Wenig 03/02/2016

**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) The reporting person was granted 77,249 restricted stock units as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in April 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
 - (2) The reporting person was granted 67,637 restricted stock units as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in October 2015). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
 - (3) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 38,625 restricted stock units granted to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (the annual award was originally allocated to the reporting person as performance-based restricted stock units in April 2015)(see footnote 1).
 - (4) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 33,819 restricted stock units granted to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units in October 2015 in connection to the spin-off)(see footnote 2).
 - (5) Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 25,004 restricted stock units granted to the Reporting Person on 3/2/15 as a result of the company's achievement of certain performance criteria for 2013/2014 (the award was originally allocated to the reporting person as performance-based restricted stock units).

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- (6) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 and 1/48th per month thereafter.
- (7) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter.
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (10) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (12) 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 received 27,000 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/13 and 25% each

- (13) 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) Not Applicable.

- (15) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received 28,338 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/14 and 25% each

- (16) 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.

The reporting person received 25,784 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/15 and 25% each

- (17) 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.

The reporting person received 22,576 restricted stock units subject to a four-year vesting schedule, vesting 25% on 10/15/15 and 25%

- (18) each 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.

The reporting person received 45,604 restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/16 and 25% each

- (19) 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.

The reporting person received 23,573 restricted stock units subject to a four-year vesting schedule, vesting 25% on 7/17/16 and 25%

- (20) 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:

In addition, Table I, Column 5, includes 1 share acquired under eBay's Employee Stock Purchase Plan on October 30, 2015.

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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