

Cutler Scott
Form 4
December 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cutler Scott

(Last) (First) (Middle)

C/O EBAY INC., 2025 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)

12/15/2017

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 _____ Other (specify
below) below)

SVP, Americas

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/15/2017		M		6,512	A \$ 0	32,915 D
Common Stock	12/15/2017		M		1,877	A \$ 0	34,792 D
Common Stock	12/15/2017		M		3,754	A \$ 0	38,546 D
Common Stock	12/15/2017		M		2,674	A \$ 0	41,220 D
Common Stock	12/15/2017		F		3,398 (1)	D \$ 38.37	37,822 D

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Common Stock	12/15/2017	F	970 ⁽¹⁾	D	\$ 38.37	36,852	D
Common Stock	12/15/2017	F	1,396 ⁽¹⁾	D	\$ 38.37	35,456	D
Common Stock	12/15/2017	F	1,959 ⁽¹⁾	D	\$ 38.37	33,497	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units -3	<u>(2)</u>	12/15/2017		M	6,512	<u>(3)</u> <u>(4)</u>	Common Stock 6,512
Restricted Stock Units -4	<u>(2)</u>	12/15/2017		M	1,877	<u>(5)</u> <u>(4)</u>	Common Stock 1,877
Restricted Stock Units -5	<u>(2)</u>	12/15/2017		M	3,754	<u>(5)</u> <u>(4)</u>	Common Stock 3,754
Restricted Stock Units -6	<u>(2)</u>	12/15/2017		M	2,674	<u>(6)</u> <u>(4)</u>	Common Stock 2,674
Non-Qualified Stock Option (right to buy)	\$ 24.37					<u>(7)</u> 06/15/2022	Common Stock 60,111
Restricted Stock Units -1	<u>(2)</u>					<u>(8)</u> <u>(4)</u>	Common Stock 40,071
Restricted Stock Units -2	<u>(2)</u>					<u>(8)</u> <u>(4)</u>	Common Stock 80,142

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cutler Scott C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125			SVP, Americas	

Signatures

Scott Cutler 12/19/2017

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.
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.
- (3) Not Applicable.
The reporting person received restricted stock units, 1/16th of which vests on 6/15/17, 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) The reporting person received restricted stock units, 1/16th of which vests on 12/15/17, 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.
- (5) The option grant is subject to a four-year vesting schedule, vesting 25% on 5/18/16 and 1/48th per month thereafter.
The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 6/15/16 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.
- (6) 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 62 shares acquired under eBay's Employee Stock Purchase Plan on October 31, 2017.

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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