

WENIG DEVIN

Form 4

December 18, 2018

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 *
WENIG DEVIN

(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)
12/15/2018

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 12/15/2018 | | M | | 9,630 | A \$ 0 | 738,368 D |
| Common Stock | 12/15/2018 | | M | | 10,426 | A \$ 0 | 748,794 D |
| Common Stock | 12/15/2018 | | M | | 13,086 | A \$ 0 | 761,880 D |
| Common Stock | 12/15/2018 | | F | | 4,775 (1) | D \$ 28.91 | 757,105 D |
| Common Stock | 12/15/2018 | | F | | 6,489 (1) | D \$ 28.91 | 750,616 D |

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| | | | | | | | |
|-----------------|------------|---|--------------|---|-------------|---------|---|
| Common Stock | 12/15/2018 | F | 5,170 (1) | D | \$ 28.91 | 745,446 | 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 Underlying Security (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Unit - 13 | (2) | 12/15/2018 | | M | 9,630 | (3) | (4) | Common Stock | 9,630 |
| Restricted Stock Units - 11 | (2) | 12/15/2018 | | M | 10,426 | (5) | (4) | Common Stock | 10,426 |
| Restricted Stock Units -8 | (6) | 12/15/2018 | | M | 13,086 | (7) | (8) | Common Stock | 13,086 |
| Non-Qualified Stock Option (right to buy) | \$ 14.67 | | | | | (9) | 04/13/2019 | Common Stock | 134,000 |
| Non-Qualified Stock Option (right to buy) | \$ 14.86 | | | | | (10) | 04/02/2019 | Common Stock | 83,000 |
| Non-Qualified Stock Option (right to buy) | \$ 20.41 | | | | | (11) | 10/15/2021 | Common Stock | 111,000 |
| Non-Qualified Stock Option (right to buy) | \$ 22.63 | | | | | (12) | 04/01/2020 | Common Stock | 139,000 |
| Non-Qualified Stock Option (right to buy) | \$ 22.76 | | | | | (13) | 04/01/2021 | Common Stock | 126,000 |
| Non-Qualified Stock Option | \$ 23.21 | | | | | (14) | 04/01/2022 | Common Stock | 224,000 |

(right to buy)

| | | | | | |
|---|----------|------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 26.92 | (15) | 07/17/2022 | Common Stock | 47, |
| Restricted Stock Unit - 12 | (2) | (16) | (4) | Common Stock | 367 |
| Restricted Stock Units -6 | (6) | (17) | (8) | Common Stock | 28, |
| Restricted Stock Units -7 | (6) | (18) | (8) | Common Stock | 5,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WENIG DEVIN C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125 | | | President and CEO | |

Signatures

By: Allison P. Koehler For: Devin Norse
Wenig 12/18/2018

__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 6/15/18, and an additional 1/16th of which vests each
- (3) 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 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.
- (6) 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
- (7) 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.
- (8) Not Applicable.
- (9) The option grant is subject to a four-year vesting schedule, vesting 25% on 9/26/12 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.

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- (11) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 3/30/15 and 1/48th per month thereafter.
- (12) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter.
- (13) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter.
- (14) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (15) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 01/17/16 and 1/48th per month thereafter.
- (16) The reporting person was granted 367,464 restricted stock units as a result of the company's achievement of certain performance criteria for 2016/2017. 100% of the shares will vest on 3/15/19.

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.
- (17) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 7/17/16 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.
- (18) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 7/17/16 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.

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