

Cutler Scott  
 Form 4  
 December 18, 2018

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

OMB APPROVAL

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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 \*  
 Cutler Scott

2. Issuer Name and Ticker or Trading Symbol  
 EBAY INC [EBAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O EBAY INC., 2025 HAMILTON AVE.

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2018

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

(Street)  
 SAN JOSE, CA 95125

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 12/15/2018                           |  | M                              | 2,310 A \$ 0  | 98,438  | D  |                                   |
| Common Stock                    | 12/15/2018                           |  | M                              | 2,674 A \$ 0  | 101,112   | D  |                                   |
| Common Stock                    | 12/15/2018                           |  | M                              | 3,755 A \$ 0  | 104,867   | D  |                                   |
| Common Stock                    | 12/15/2018                           |  | M                              | 1,877 A \$ 0  | 106,744   | D  |                                   |
| Common Stock                    | 12/15/2018                           |  | M                              | 6,513 A \$ 0  | 113,257   | D  |                                   |

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|              |            |   |                     |   |          |         |   |
|--------------|------------|---|---------------------|---|----------|---------|---|
| Common Stock | 12/15/2018 | F | <u>3,473</u><br>(1) | D | \$ 28.91 | 109,784 | D |
| Common Stock | 12/15/2018 | F | <u>2,473</u><br>(1) | D | \$ 28.91 | 107,311 | D |
| Common Stock | 12/15/2018 | F | <u>1,736</u><br>(1) | D | \$ 28.91 | 105,575 | D |
| Common Stock | 12/15/2018 | F | <u>6,024</u><br>(1) | D | \$ 28.91 | 99,551  | D |
| Common Stock | 12/15/2018 | F | <u>2,142</u><br>(1) | D | \$ 28.91 | 97,409  | D |

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Restricted Stock Units -3                  | (2)  | 12/15/2018                           |  | M                              | 6,513   | (3) (4)  | Common Stock  | 6,513                      |
| Restricted Stock Units -4                  | (2)  | 12/15/2018                           |  | M                              | 1,877   | (5) (4)  | Common Stock  | 1,877                      |
| Restricted Stock Units -5                  | (2)  | 12/15/2018                           |  | M                              | 3,755   | (5) (4)  | Common Stock  | 3,755                      |
| Restricted Stock Units -6                  | (2)  | 12/15/2018                           |  | M                              | 2,674   | (6) (4)  | Common Stock  | 2,674                      |
| Restricted Stock Units -7                  | (2)  | 12/15/2018                           |  | M                              | 2,310   | (7) (4)  | Common Stock  | 2,310                      |
| Non-Qualified Stock Option (right to buy)  | \$ 24.37   |                                      |  |                                |   | (8) 06/15/2022   | Common Stock  | 60,111                     |
|  | (2)  |                                      |  |                                |   | (9) (4)  |   | 20,000                     |

Restricted  
Stock Units -1

Common  
Stock

Restricted  
Stock Units -2 (2)

(9)

(4)

Common  
Stock 40,07

## Reporting Owners

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

## Signatures

Scott Cutler 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 6/15/16, 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.
- (4) 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.
- (5) 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.
- (6) 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 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.
- (7) The option grant is subject to a four-year vesting schedule, vesting 25% on 5/18/16 and 1/48th per month thereafter.
- (8) 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.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.