

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Auerbach Jonathan</u>  (Last) (First) (Middle) C/O PAYPAL HOLDINGS, INC. 2211 NORTH FIRST STREET  (Street) SAN JOSE CA 95131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PayPal Holdings, Inc. [ PYPL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Strategy Grow &amp; Data</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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				
Common Stock						115,157	D		

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Stock Units	\$0.0	12/19/2019		A		2,403 <sup>(1)</sup>		(1)	12/16/2022	Common Stock 2,403	\$0.0	2,403	D	
Non-Qualified Stock Option (right to buy)	\$37.31							(2)	05/15/2022	Common Stock 81,498		81,498	D	
Restricted Stock Units - 4	(5)							(3)	(4)	Common Stock 12,129		12,129	D	
Restricted Stock Units - 6	(5)							(3)	(4)	Common Stock 16,766		16,766	D	
Restricted Stock Units - 7	(5)							(3)	(4)	Common Stock 32,226		32,226	D	

**Explanation of Responses:**

- Each performance stock unit represents a contingent right to receive one share of PayPal's common stock. One-half of the performance stock units were earned upon the completion of the acquisition of a 70% equity interest in Guofubao Information Technology Co., Ltd. (GoPay) on December 19, 2019. The other one-half of the performance stock units are earned upon, and subject to, the completion of the acquisition of Honey Sciences Corporation on or before June 30, 2020. To the extent earned, the performance stock units will vest ratably on the first, second and third anniversaries of the December 16, 2019 grant date.
- Options become exercisable as to 25% on the one year anniversary date of the grant and 1/48th monthly thereafter.
- The reporting person received a restricted stock unit grant subject to a three-year vesting schedule, vesting 33.34% on the one year anniversary date of the restricted stock unit, 33.33% on the second year anniversary, and 33.33% on the third year anniversary. 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.
- Not applicable.
- Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.

By: Brian Yamasaki For: 12/23/2019  
Jonathan Auerbach

\*\* Signature of Reporting Person Date

\* 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).

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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