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
   Britto Mark
   C/O PAYPAL HOLDINGS, INC.
   2211 NORTH FIRST STREET
   SAN JOSE, CA 95131

2. Issuer Name and Ticker or Trading Symbol
   PayPal Holdings, Inc. [ PYPL ]

3. Date of Earliest Transaction (Month/Day/Year)
   08/15/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   08/15/2020

5. Relationship of Reporting Person(s) to Issuer
   Director (10% Owner)
   EVP, Chief Product Officer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Relationship of Reporting Person(s) to Issuer</th>
<th>8. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/15/2020</td>
<td></td>
<td>M</td>
<td>A</td>
<td>15,155</td>
<td>X EVP, Chief Product Officer</td>
<td>D Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/15/2020</td>
<td></td>
<td>F</td>
<td>D</td>
<td>5,578 (1)</td>
<td>X Form filed by One Reporting Person</td>
<td>D Direct (D)</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units -1</td>
<td>(2)</td>
<td>08/15/2020</td>
<td>M</td>
<td>15,155</td>
<td>(3) (4)</td>
<td>Common Stock</td>
<td>15,155</td>
<td>0.0</td>
<td>0 D</td>
<td>D Direct (D)</td>
<td>Restricted Stock Units -1</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock units granted to the Reporting Person.
2. Each restricted stock unit represents a contingent right to receive one share of PayPal's common stock.
3. 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.
4. Not applicable.

By: Brian Yamasaki
For: Mark Britto
08/17/2020

* Signature of Reporting Person
Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.