

TIERNEY THOMAS J

Form 4

February 05, 2019

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

OMB APPROVAL

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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 *
TIERNEY THOMAS J

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)
02/01/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SAN JOSE, CA 95125

☒ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/01/2019 | | A | (A) or (D) 1,494 (1) | \$ 0 56,162 | D | |

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

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 control number.

SEC 1474
 (9-02)

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

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| 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) | | 8 D S (I |
|---|---|---|---|---|---|--|------------------------|---|--|-------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units | \$ 0 | | | | | <u>(2)</u> | 06/26/2013 | Common Stock | 5,816 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(3)</u> | 08/01/2015 | Common Stock | 315 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(4)</u> | 11/01/2015 | Common Stock | 341 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(5)</u> | 02/01/2016 | Common Stock | 320 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(6)</u> | 05/01/2016 | Common Stock | 400 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(7)</u> | 08/01/2016 | Common Stock | 581 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(8)</u> | 11/01/2016 | Common Stock | 437 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(9)</u> | 02/01/2017 | Common Stock | 427 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(10)</u> | 05/01/2017 | Common Stock | 410 | |
| Deferred Stock Units | \$ 0 | | | | | <u>(11)</u> | 08/01/2017 | Common Stock | 419 | |
| Deferred Stock | \$ 0 | | | | | <u>(11)</u> | 11/01/2017 <u>(11)</u> | Common Stock | 535 | |

| | | | | | | |
|---------------------------------|-------------|-------------|----------------------------|-----------------|-------|--|
| Units | | | | | | |
| Deferred Stock Units | \$ 0 | <u>(11)</u> | 02/01/2018 ⁽¹¹⁾ | Common Stock | 650 | |
| Deferred Stock Units | \$ 0 | <u>(11)</u> | 05/01/2018 ⁽¹¹⁾ | Common Stock | 589 | |
| Deferred Stock Units | \$ 0 | <u>(12)</u> | 06/19/2018 ⁽¹²⁾ | Common Stock | 3,771 | |
| Deferred Stock Units | \$ 0 | <u>(13)</u> | 08/01/2018 ⁽¹³⁾ | Common Stock | 729 | |
| Deferred Stock Units | \$ 0 | <u>(11)</u> | 11/01/2018 ⁽¹¹⁾ | Common Stock | 818 | |
| Deferred Stock Units | \$ 0 | <u>(11)</u> | 02/01/2019 ⁽¹¹⁾ | Common Stock | 1,039 | |
| Deferred Stock Units | \$ 0 | <u>(12)</u> | 04/29/2019 ⁽¹²⁾ | Common Stock | 6,678 | |
| Deferred Stock Units | \$ 0 | <u>(12)</u> | 04/29/2020 ⁽¹²⁾ | Common Stock | 4,537 | |
| Deferred Stock Units | \$ 0 | <u>(14)</u> | 04/28/2021 | Common Stock | 6,470 | |
| Deferred Stock Units | \$ 0 | <u>(14)</u> | 04/26/2022 | Common Stock | 5,359 | |
| Deferred Stock Units | \$ 0 | <u>(15)</u> | 04/18/2023 ⁽¹⁵⁾ | Common Stock | 4,166 | |
| Restricted Stock Units -3 | <u>(18)</u> | <u>(16)</u> | <u>(17)</u> | Common Stock | 9,248 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

TIERNEY THOMAS J
C/O EBAY INC.
2025 HAMILTON AVE.
SAN JOSE, CA 95125

Signatures

By: Allison P. Koehler For: Thomas J.
Tierney

02/05/2019

**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) The reporting person has elected to receive fully vested shares of the Issuer's common stock in lieu of cash retainer fees payable for service on the Issuer's Board of Directors and any committees thereof. The number of shares issued represents the quotient of (A) the amount of such fees divided by (B) the Issuer's closing stock price on the date such fees would otherwise be paid, rounded up to the nearest whole share.

(2) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan which is a right to receive shares of common stock of the Issuer upon termination of service as a Director of the Company subject to the terms and conditions of the DSU Award Agreement. The DSUs becomes vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, subject to the terms and conditions of the DSU Award Agreement. The DSU expires the later of 6/26/2013 or later if the reporting person is still in continuous service as a Director on such date.

(3) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 8/1/2015, or later if the reporting person is still in continuous service as a Director of the Company on such date.

(4) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 11/1/2015, or later if the reporting person is still in continuous service as a Director of the Company on such date.

(5) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 2/1/2016, or later if the reporting person is still in continuous service as a Director of the Company on such date.

(6) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 5/1/2016, or later if the reporting person is still in continuous service as a Director of the Company on such date.

(7) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual

retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 8/1/2016, or later if the reporting person is still in continuous service as a Director of the Company on such date.

- (8) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 11/01/2016, or later if the reporting person is still in continuous service as a Director of the Company on such date.

- (9) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 2/01/2017, or later if the reporting person is still in continuous service as a Director of the Company on such date.

- (10) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested and expire on 5/01/2017, or later if the reporting person is still in continuous service as a Director of the Company on such date.

- (11) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2003 Deferred Stock Unit Plan, as amended. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

- (12) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$110,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs become vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

- (13) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 2008 Equity Incentive Award Plan. DSUs represent a right to receive shares of the Company's common stock (or, in the sole discretion of the Compensation Committee of the Company's Board of Directors, cash, securities or other property equal to the fair market value thereof) upon termination of service as a Director of the Company. The reporting person has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Company's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

- (14) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$220,000 divided by (B) the Company's closing stock price on the date of grant. The DSUs become vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

- (15) In connection with the reporting person's continuous service as a non-employee director of the Company, such reporting person has been granted an exempt award of Deferred Stock Units ("DSUs") at the time of the Company's annual meeting of stockholders. The number of DSUs granted represents the quotient of (A) \$220,000 divided by (B) the Company's closing stock price on the date of grant rounded up to the nearest whole DSU. The DSUs become vested as to 25% on the one year anniversary of the grant and 1/48th monthly thereafter, provided that the reporting person continues as a director or consultant of the Company through such date.

- (16) In connection with the reporting person's service as a non-employee director of the Issuer, such reporting person has been granted restricted stock units. The number of restricted stock units granted represents the quotient of (A) \$250,000 divided by (B) the Issuer's closing stock price on the date of grant, rounded up to the nearest whole restricted stock unit. 100% of the restricted stock units vest on the earlier of: (i) the one-year anniversary of the date of grant or (ii) the date of the Issuer's first annual meeting of stockholders that occurs after the date of grant, provided that the reporting person continues to provide service to the Issuer through such date.

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(17) Not Applicable.

(18) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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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