



2017
**ANNUAL MEETING OF STOCKHOLDERS
AND PROXY STATEMENT**

2017

&

2016
ANNUAL REPORT

MESSAGE FROM OUR PRESIDENT AND CEO

Dear Stockholders, Customers, Colleagues, and Partners:

It is a great pleasure to write the 2016 Annual Report stockholder letter, following the completion of PayPal's first full calendar year as an independent, publicly-traded company.

In many ways, it was a remarkable year for PayPal. We grew our business significantly. For the year, we recorded \$10.84 billion in revenue, an increase of 17 percent, or 21 percent calculated on an FX-neutral basis. Total payment volume grew 26 percent, or 28 percent calculated on an FX-neutral basis, to \$354 billion. Operating cash flow for the year totaled \$3.2 billion, and free cash flowⁱ was \$2.5 billion. We processed 6.1 billion transactions, up 24 percent. And, we were proud to return approximately \$1.0 billion to our stockholders during the year through our share repurchase program. Over the course of 2016, our share price increased 9%.

These are solid results and a good reflection of what we achieved last year. But an even better measure of our success was the continued growth in the number of customers who use our services. In 2016, we added 18 million net new active customer accounts, to end the year with 197 million active customer accounts. We are also proud to see that customers are using PayPal more frequently. During 2016, transactions per active account increased 13 percent from 27 to 31.

These accomplishments were fueled by our powerful technology platform, innovative products, trusted brand, and network of strategic partnerships across the ecosystem. We believe that with these same assets PayPal can help to democratize financial services for hundreds of millions of people. It is our fundamental belief that we can deliver strong financial results while we also make a difference in the world. Our mission inspires our employees; it strengthens the relationship that our customers have with our brand; and it drives our everyday action.

Being a Customer Champion

Being a customer champion is much more than just a slogan for us. It is a recognition that to maximize our vast opportunity, we must put our customers at the center of everything we do. We know that to achieve our goals, we must deliver products that help consumers achieve their dreams and that enable merchants to prosper.

An essential part of being a customer champion is providing our customers the freedom and flexibility to use PayPal wherever they want – in stores, in apps, on websites – and to have the flexibility to pay the way they choose. We believe this approach to our business model will have a positive impact on our competitive position by paving the way for us to forge a series of landmark partnerships.

As I write this letter, we have entered into new strategic agreements with major financial institutions, global technology leaders, leading mobile carriers and credit card networks. We believe that these partnerships significantly expand PayPal's opportunities for delivering sustainable, profitable growth. We expect to continue to pursue additional strategic agreements in the years ahead.

Leading the Transition to Mobile Commerce

When we completed the process of separation from eBay in July 2015, many people thought of PayPal as the button they clicked when paying for online purchases. In the eighteen months since then, PayPal has become increasingly more central to how our customers use mobile technology to manage and move their money in their everyday lives. In 2016, we processed two billion mobile payment transactions representing \$102 billion in mobile payment volume, an increase of 55%.

This impressive growth is driven by the innovation of our products, which provide our customers more powerful solutions in the palms of their hands. Our One Touch solution, which makes mobile shopping simpler on smaller screens is the most rapidly adopted PayPal product in history. As of year-end, more than 40 million active consumer accounts and more than five million active merchant accounts in 140 countries utilize One Touch. Venmo, which both Time Magazine and Fortune named one of the best apps of the year, processed \$17.6 billion of peer-to-peer payments in 2016, an increase of 135 percent. And Xoom, our mobile-first remittances service which makes it easy, efficient and cost-effective for people to send their loved ones money internationally, is now available in more than 50 countries and is becoming tightly integrated as a core part of the PayPal consumer experience.

A Commitment to Improving People's Lives

In 2016, we extended the company's innovation in mobile and digital payments, upgraded our technology platform, made significant investment in our compliance programs, launched innovative products, and forged multiple landmark strategic partnerships. Our ultimate goal is to succeed as a business in a way that brings value and benefit to people's lives and helps merchants thrive.

I'm honored to lead a company that is guided by such a clear and inspiring mission. It's a privilege to work with a group of people who, united by a common set of values, are committed to making a difference in the lives of families and communities around the world. We head into 2017 proud of what we have accomplished so far, confident about our prospects for future growth, and excited to tackle the hard work ahead.

None of this would be possible without our employees, customers, partners, and stockholders. We greatly appreciate your support and look forward to building on our success in the years ahead.

Thank you.



Dan Schulman
President and CEO
PayPal Holdings, Inc.

Notes:

All growth rates represent year-over-year comparisons, except as otherwise noted. FX-neutral results are calculated by translating the current period local currency results by the prior period exchange rate. FX-neutral growth rates are calculated by comparing the current period FX-neutral results by the prior period results, excluding the impact from hedging activities.

ⁱ Free cash flow is a non-GAAP financial measure. Please see page 41 of the attached 2016 Annual Report on Form 10-K for a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure.

MESSAGE FROM OUR CHAIRMAN OF THE BOARD AND LEAD INDEPENDENT DIRECTOR

April 13, 2017

Dear PayPal Stockholder:

We are pleased to invite you to attend the annual meeting of stockholders of PayPal Holdings, Inc. on Wednesday, May 24, 2017 at 8:00 a.m. Pacific Time. Our annual meeting will be a “virtual meeting” of stockholders, which will be conducted exclusively online via live webcast. You will be able to attend the virtual annual meeting of stockholders online and submit your questions during the meeting by visiting pypl.onlineshareholdermeeting.com. You also will be able to vote your shares electronically at the virtual annual meeting.

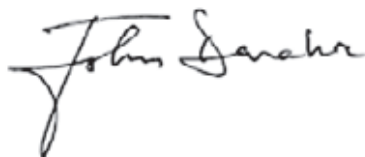
We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the company. We believe that hosting a virtual meeting will enable greater stockholder attendance and participation from any location around the world.

Details regarding how to attend the meeting online and the business to be conducted at the annual meeting are more fully described in the accompanying proxy statement.

We will be providing access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission’s “notice and access” rules. As a result, we are mailing to many of our stockholders a notice instead of a paper copy of this proxy statement and our 2016 Annual Report beginning on or about April 13, 2017. This approach conserves natural resources and reduces our printing and distribution costs, while providing a timely and convenient method of accessing the materials and voting. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how to receive a paper copy of our proxy materials, including this proxy statement, our 2016 Annual Report, and a form of proxy card or voting instruction card. All stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail.

Your vote is important. Regardless of whether you plan to participate in the annual meeting, we hope you will vote as soon as possible. You may vote by proxy over the Internet, by telephone, or by mail (if you received paper copies of the proxy materials) by following the instructions on the proxy card or voting instruction card. Voting over the Internet or by telephone, written proxy or voting instruction card will ensure your representation at the virtual annual meeting regardless of whether you attend the meeting online. You may also vote your shares electronically during the virtual annual meeting.

Sincerely yours,



John J. Donahoe
Chairman of the Board



David M. Moffett
Lead Independent Director

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Notice of 2017 Annual Meeting of Stockholders

Date: Wednesday, May 24, 2017

Time: 8:00 a.m. Pacific Time

Place: The 2017 Annual Meeting of Stockholders will be held virtually and can be accessed online at pypl.onlineshareholdermeeting.com. There is no physical location for the 2017 Annual Meeting.

Items of Business:

1. Election of nine director nominees identified in this proxy statement.
2. Advisory vote to approve the compensation of our named executive officers.
3. Approval of an amendment to our Amended and Restated Certificate of Incorporation regarding proxy access.
4. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2017.
5. Consideration of three stockholder proposals, if properly presented at the Annual Meeting.
6. Transaction of such other business as may properly come before the meeting or any adjournment or postponement of the Annual Meeting.

Record Date:

The Board of Directors set April 5, 2017 as the record date for the Annual Meeting. That means our stockholders of record at the close of business on that date are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting and at any adjournment or postponements of the Annual Meeting.

Voting Information:

It is important that your shares be represented and voted at the Annual Meeting. You may vote your shares electronically via the Internet, by telephone, by mail, or, if you are the record holder or hold a valid proxy, during the virtual Annual Meeting. Please carefully review the proxy materials and follow the instructions on page 74 to vote.

By Order of the Board of Directors



A. Louise Pentland

Executive Vice President, Chief Business Affairs and Legal Officer
April 13, 2017

How to Vote

YOUR VOTE IS IMPORTANT. You are eligible to vote if you were a stockholder at the close of business on April 5, 2017. Even if you plan to attend the meeting, please vote as soon as possible using any of the following methods. In all cases, you should have your proxy card or voting instruction form on hand and follow the instructions:

By Internet:



Before the meeting, you can vote your shares online at www.proxyvote.com.

During the meeting, you can vote your shares online at pypl.onlineshareholdermeeting.com.

By Telephone:



You can vote your shares by calling (800) 690-6903.

By Mail:



You can vote by mail by marking, dating and signing your proxy card or voting instruction form and returning it in the postage-paid envelope.

Participation in Virtual Meeting:

We are pleased to invite you to participate in our Annual Meeting, which will be presented exclusively online. The accompanying proxy materials include instructions on how to participate in the Annual Meeting and how to vote your shares of Company common stock by attending the virtual Annual Meeting by webcast. To submit your questions during the Annual Meeting, please log on to pypl.onlineshareholdermeeting.com. You will need to enter the 16-digit control number received with your proxy or Notice of Internet Availability of proxy materials to enter the Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 24, 2017

This Notice of Annual Meeting and Proxy Statement and our 2016 Annual Report are available at <https://investor.paypal-corp.com/annuals-proxies.cfm>.

Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Proposals Requiring Your Vote

Stockholders are being asked to vote on the following matters at the 2017 Annual Meeting of Stockholders (the “Annual Meeting”):

Proposal 1

Election of nine directors identified below (page 8)

The Board and the Corporate Governance and Nominating Committee believe that the nine director nominees identified in this proxy statement possess the necessary experience, skills and qualifications to provide advice and oversight of the strategic and operational direction of the Company and oversee its executive management to support the long-term interests of the Company and its stockholders.

Our Board’s Recommendation

FOR EACH NOMINEE

2017 Director Nominees

Name & Primary Occupation	Age	Director since	Committee Memberships*	Other Public Company Boards
Wences Casares (Independent) CEO and Founder, Xapo Inc.	43	2016	Compensation	—
Jonathan Christodoro (Independent) Former Managing Director, Icahn Capital LP	41	2015	Compensation	4
John J. Donahoe President and CEO, ServiceNow, Inc.	56	2015	—	3
David W. Dorman (Independent) Chairman and CEO, AT&T Corporation (retired)	63	2015	Compensation (Chair); Governance	1
Belinda J. Johnson (Independent) Chief Business Affairs and Legal Officer, Airbnb, Inc.	50	2017	ARC	—
Gail J. McGovern (Independent) President and CEO, American Red Cross	65	2015	ARC; Governance (Chair)	1
David M. Moffett (Independent) CEO, Federal Home Loan Mortgage Corp. (retired)	65	2015	ARC (Chair)	2
Daniel H. Schulman President and CEO, PayPal Holdings, Inc.	59	2015	—	2
Frank D. Yeary (Independent) Chairman, CamberView Partners, LLC	53	2015	ARC	1

* ARC = Audit, Risk and Compliance Committee; **Compensation** = Compensation Committee; **Governance** = Corporate Governance and Nominating Committee

Corporate Governance

The Board of Directors (the “Board” or the “PayPal Board”) of PayPal Holdings, Inc. (the “Company”, “PayPal”, “we”, “our”, or “us”) is committed to good corporate governance. We believe that good corporate governance promotes the long-term interests of our stockholders, strengthens Board and management accountability, and engenders public trust. The Board is responsible for providing advice and oversight of the strategic and operational direction of the Company and overseeing its executive management to support the long-term interests of the Company and its stockholders.

The following is a list of key governance provisions that demonstrate PayPal’s commitment to transparency and accountability:

✓ Strong Board independence (seven of nine director nominees are independent)	✓ Separate Chairman and CEO roles
✓ Independent Chairman or Lead Independent Director with robust responsibilities	✓ All directors stand for annual election
✓ Majority vote standard for uncontested director elections	✓ Strong stockholder engagement practices
✓ Stockholder right to call a special meeting	✓ Proxy access for qualifying stockholders
✓ Simple majority vote standard for bylaw/charter amendments and transactions	✓ Stock ownership requirements for our executive officers and directors

Proposal 2

Advisory vote to approve the compensation of our named executive officers (page 27)

We are asking our stockholders to approve, on a non-binding, advisory basis, the compensation of our named executive officers (“say-on-pay”) as described in the Compensation Discussion and Analysis section beginning on page 28 and the Compensation Tables section beginning on page 51.

Our Board’s Recommendation

FOR

Executive Compensation

OUR COMPENSATION PROGRAM

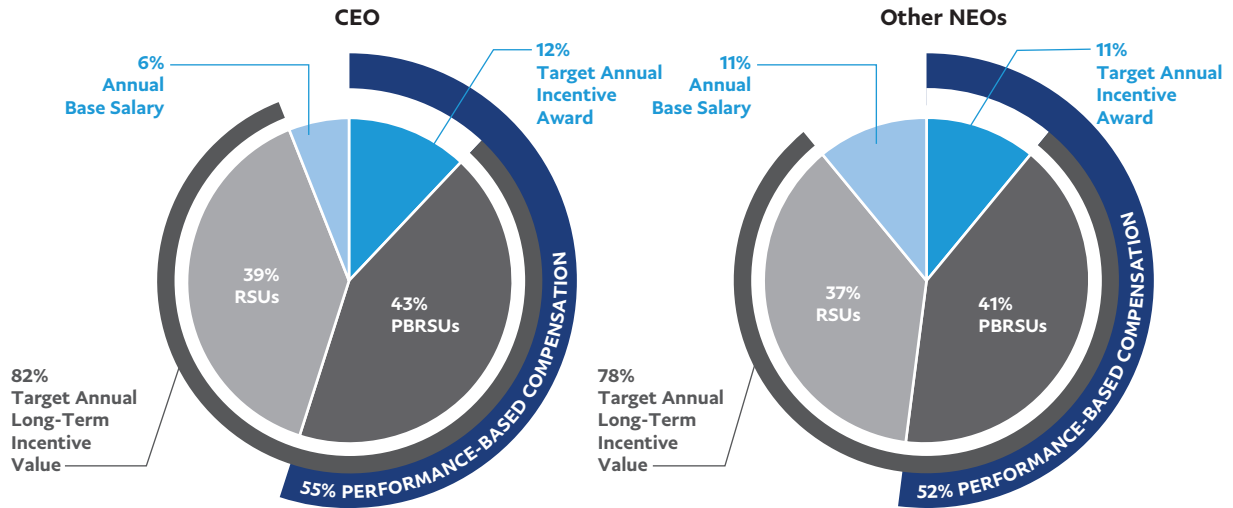
2016 was transformative for PayPal, as we completed our first full calendar year as an independent, public company. Following our successful separation from eBay Inc. (“eBay”) in July 2015 (the “Separation”), the Compensation Committee redefined our compensation philosophy to reflect the challenges inherent in operating as an independent financial technology (“FinTech”) company. As such, the Compensation Committee prioritized the following compensation philosophy and goals in 2016:

- Simplicity, Transparency and Clarity of our program – enable executives to directly link Company and individual performance to their pay, and enable stockholders to directly link returns on their investment to Company performance;
- One Team – unified goals and objectives for the entire executive leadership team (and all employees Company-wide) to drive operational decisions and Company performance;
- Winning the War for Talent – recognizing the unique FinTech space in which we compete, prioritize nimble and aggressive compensation strategies to attract and retain key talent; and
- Individual Performance – ensure compensation is commensurate with results, both on the upside and downside, and that leaders are held accountable for underperformance.

OUR 2016 NEO PAY

Our key executive compensation guiding principle continues to be closely aligning the compensation of our executives with the creation of long-term value for our stockholders by tying a significant portion of their target total direct compensation opportunity to our performance. The following pie charts show the 2016 Target Total Direct Compensation mix for our Chief Executive Officer, Mr. Schulman (our “CEO”), and the average Target Total Direct Compensation mix for our other named executive officers (“NEOs”). Target Total Direct Compensation is the sum of (i) earned 2016 base salary, (ii) target 2016 annual incentive award, and (iii) target annual long-term incentive award (based on grant date fair values).

Target Total Direct Compensation Mix



OUR PAY PRACTICES

We are committed to having strong governance standards with respect to our executive compensation program, policies, and practices. Consistent with this focus, we maintain the following policies and practices that we believe demonstrate our commitment to executive compensation best practices.

What We Do	
Pay for Performance	<p>✓ The majority of our NEOs' 2016 Target Total Direct Compensation was performance-based.</p>
Clawback Policy	<p>✓ Our NEOs are subject to a clawback policy, which permits the Compensation Committee to require forfeiture or reimbursement of incentive compensation, including any cash incentive award, equity award, or equity-based award paid or awarded to the NEO during the period in which he or she is subject to the policy, if (i) an action or omission by the NEO constitutes a material violation of our Code of Business Conduct; (ii) an action or omission by the NEO results in material financial or reputational harm to the Company; or (iii) a material restatement of all or a portion of our financial statements is the result of a supervisory or other failure by the NEO.</p>
Meaningful Stock Ownership Guidelines	<p>✓ Our stock ownership guidelines align the long-term interests of our NEOs and non-employee directors with those of our stockholders and discourage excessive risk-taking. Our guidelines require stock ownership levels as a value of our shares of common stock equal to a multiple of base salary (6x for CEO, 3x for executive vice presidents ("EVPs"), and 2x for all other senior leadership team ("SLT") executives) or annual retainer (5x for non-employee directors), and include stock retention requirements for executive officers until the required ownership levels are reached.</p>
Prohibition of Hedging and Pledging Transactions	<p>✓ Our insider trading policy prohibits members of our Board and executive officers from (i) entering into any hedging or monetization transactions relating to our securities or otherwise trading in any instrument relating to the future price of our securities, or (ii) pledging our common stock as collateral for any loans.</p>
Multi-Year Vesting Schedule Requirement	<p>✓ To reinforce a culture in which our executive officers remain focused on our long-term success, our equity compensation plan provides that awards (other than stock options and stock appreciation rights) will vest over a minimum period of three years (or one year if the awards are subject to performance goals), with limited exceptions.</p>
Independent Compensation Consultant	<p>✓ The Committee engages its own independent compensation consultant to advise on executive and non-employee director compensation matters.</p>
Annual Risk Assessment	<p>✓ Based on our annual risk assessment, we have concluded that our compensation program do not present any risk that is reasonably likely to have a material adverse effect on PayPal.</p>
Annual Comparator Peer Group Review	<p>✓ The Compensation Committee, with the assistance of its compensation consultant, reviews the makeup of our comparator peer groups annually and makes adjustments to the composition of the groups as it deems appropriate.</p>
Annual Say-on-Pay Vote	<p>✓ We conduct an annual advisory (non-binding) vote on the compensation of the NEOs (a "say-on-pay" vote). At our 2016 Annual Meeting, more than 95% of the votes cast on the say-on-pay proposal were voted in favor of the 2015 compensation of the NEOs.</p>
Investor Engagement	<p>✓ In addition to the annual say-on-pay vote on NEO compensation, we are committed to ongoing engagement with our investors on executive compensation and governance matters. These engagement efforts take place through telephone calls, in-person meetings and correspondence with our investors.</p>

What We Don't Do

No Excise Tax Gross-Ups on Severance Payments	X	We do <u>not</u> provide our NEOs with any gross-ups or other payment or reimbursement of excise taxes on severance or other payments in connection with a change in control of PayPal.
No "Single- Trigger" CIC Payments and Acceleration of Equity Awards	X	We do <u>not</u> make "single-trigger" change in control payments or maintain any plans that require single-trigger change in control acceleration of equity awards to our NEOs upon a change in control of PayPal.
No Tax Gross-Ups on Perquisites	X	We do <u>not</u> provide our NEOs with tax gross-ups or other payment or reimbursement on perquisites, other than in limited circumstances for business-related relocations and international business travel-related benefits that are under our control, at our direction and deemed to benefit our business operations.
No Continuation of Fringe Benefits	X	We do <u>not</u> continue executive fringe benefits to our NEOs following a termination of employment under our severance and change in control arrangements.
No Discounting of Stock Options or Repricing of Underwater Options	X	We expressly <u>prohibit</u> the discounting of stock options and the repricing of underwater stock options without stockholder approval under our equity compensation plan.

SUPPORTING OUR EXECUTIVE COMPENSATION PROGRAM

The Compensation Committee believes that the goals of our executive compensation program are appropriate and that our executive compensation programs support PayPal's growth strategy and are well aligned with creating long-term stockholder value.

Proposal 3**Approval of an Amendment to our Amended and Restated Certificate of Incorporation (page 60)**

We are asking our stockholders to approve an amendment to our Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") to increase the number of stockholders who may, for proxy access purposes, aggregate their holdings to reach the 3% minimum ownership requirement from 15 to 20. The Board believes this change advances stockholder rights, is consistent with best practices, and is in the best interests of the Company and its stockholders.

Our Board's Recommendation

FOR**Proposal 4****Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2017 (page 61)**

The Board and the Audit, Risk and Compliance Committee believe that the continued retention of PricewaterhouseCoopers LLP ("PwC") as our independent auditor for the fiscal year ending December 31, 2017 is in the best interests of the Company and our stockholders. As a matter of good corporate practice, we are asking our stockholders to ratify the Audit, Risk and Compliance Committee's selection of PwC as our independent auditor for 2017.

Our Board's Recommendation

FOR

Proposals
5 – 7

Three Stockholder Proposals (if properly presented) (pages 64-70)

Our stockholders will have the opportunity to vote on three stockholder proposals, if properly presented at the Annual Meeting. For each proposal, the text of the proposal, the proponents' supporting statement and our statement in opposition are set forth beginning on page 64.

Our Board's Recommendation

**AGAINST
EACH
PROPOSAL**

Proposal 1 — Election of Directors

Nine directors listed below have been nominated by our Board for election at the Annual Meeting to serve until our 2018 Annual Meeting of Stockholders and until their successors are elected and qualified. All of the nominees are currently members of the Board. All of the director nominees are independent under the listing standards of The NASDAQ Stock Market, except for Messrs. Schulman and Donahoe. As previously disclosed, Mr. Omidyar has informed the Company that he will not stand for re-election as a director at the Annual Meeting. The Board has determined to reduce the size of the Board to nine directors effective immediately before the Annual Meeting.

Each of our current directors (except for Ms. Johnson) has been previously elected by our stockholders. Ms. Johnson was appointed as a director by the Board in January 2017 based on recommendations from our Corporate Governance and Nominating Committee (the "Governance Committee"). Ms. Johnson was initially identified as a potential candidate by our CEO and another executive officer. Mr. Christodoro was initially appointed to the eBay Inc. ("eBay") Board of Directors pursuant to the nomination and standstill agreement between eBay and the Icahn Group entered into on January 21, 2015 (the "Standstill Agreement"). At the time of our separation from eBay in July 2015 (the "Separation"), the Company assumed certain obligations under the Standstill Agreement, which no longer applied to eBay. Pursuant to the Standstill Agreement, Mr. Christodoro resigned from the eBay Board of Directors (the "eBay Board") and became a member of the PayPal Board, with such resignation and appointment effective as of the effective time of the Separation. A full description of the Standstill Agreement is included in a Form 8-K filed with the SEC by eBay on January 23, 2015. Pursuant to the Standstill Agreement, the Company has agreed to use its reasonable best efforts to cause Mr. Christodoro to be elected, including recommending that the Company's stockholders vote in favor of Mr. Christodoro. The Standstill Agreement also includes standstill and voting provisions applicable to the Icahn Group's ownership of shares of the Company's common stock, including an agreement to vote in favor of the Company's director nominees so long as Mr. Christodoro is included in the Company's slate of director nominees.

We expect that each director nominee will be able to serve if elected. If any director nominee is not able to serve, proxies may be voted for substitute nominees, unless the Board chooses to reduce the number of directors serving on the Board.

MAJORITY VOTE STANDARD

Under our Amended and Restated Bylaws ("Bylaws"), directors must be elected by a majority of the votes cast in uncontested elections, such as the election of directors at the Annual Meeting. This means that the number of votes cast "FOR" a director nominee must exceed the number of votes cast "AGAINST" that nominee. Abstentions and broker non-votes are not counted as votes "FOR" or "AGAINST" a director nominee. As a result, abstentions and broker non-votes will have no effect on the vote for this proposal. If a director nominee who currently serves as a director is not re-elected, Delaware law provides that the director would continue to serve on the Board as a "holdover director." Under our Bylaws and the Governance Guidelines of the Board (the "Corporate Governance Guidelines"), each director submits an advance, contingent, irrevocable resignation that the Board may accept if stockholders do not re-elect that director. Within 90 days of the certification of the stockholder vote (subject to an additional 90-day period in certain circumstances), the Governance Committee or another committee of the Board would make a recommendation to the Board about whether to accept the resignation, and the Board would be required to decide whether to accept the resignation and to publicly disclose its decision and the rationale behind it.

In a contested election, the required vote would be a plurality of votes cast.

DIRECTOR NOMINEES

The Governance Committee and the Board have evaluated each of the director nominees against the factors and principles used to select director nominees. Based on this evaluation, the Governance Committee and the Board have concluded that it is in the best interests of the Company and its stockholders for each of the proposed director nominees listed below to continue to serve as a director of the Company. The Board believes that each of the director nominees has a strong track record of being a responsible steward of stockholders' interests and brings extraordinarily valuable insight, perspective and expertise to the Board. Additional reasons that the Board recommends supporting the election of each the director nominees include:

- All of the director nominees have high-level managerial experience in relatively complex organizations.
- Each director nominee has highly relevant professional experience in management, technology, innovation, finance and/or payments.
- Each director nominee is highly engaged and able to commit the time and resources needed to provide active oversight of PayPal and its management. Each of our directors attended at least 75% of all of our Board meetings and committee meetings for committees on which such director served during 2016.
- We believe each director nominee is an individual of high character and integrity and is able to contribute to strong Board dynamics.
- Each director nominee has experience and expertise that complement the skill sets of the other director nominees.

Below please find biographical information about the director nominees and their specific experience, skills and qualifications which led the Board and the Governance Committee to conclude that they should continue to serve as directors of PayPal.

Wences Casares

Age: 43

Director since: January 2016

CEO and Founder, Xapo Inc.

Board Committees:
Compensation

Director Qualification
Highlights:

- CEO Experience
- Innovator
- Technology Driven
- Payments Experience

Biography:

Mr. Casares has served as a director of PayPal since January 2016. He is the Founder of Xapo Inc., a bitcoin wallet and vault startup, and has served as its Chief Executive Officer since March 2014. From October 2011 to March 2014, Mr. Casares was Founder and Chief Executive Officer of Lemon Inc., a digital wallet platform. From March 2007 to October 2011, Mr. Casares was Co-Chief Executive Officer of Bling Nation Ltd., a mobile payments platform. He also serves on the Board of Directors of Kiva.org and Endeavor Global, Inc.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Casares' unique line of sight into the future of commerce and payment technologies is ideally aligned with PayPal's vision of transforming the management and movement of money for people around the globe.

Jonathan Christodoro

Age: 41

Director since: July 2015

Former Managing Director,
Icahn Capital LP

Board Committees:
Compensation

Director Qualification Highlights:

- Senior Leadership Experience
- Finance
- Public Company Board Service
- Mergers and Acquisitions

Biography:

Mr. Christodoro has served as a director of PayPal since July 2015. He was previously a board member of eBay from March 2015 to July 2015. Mr. Christodoro served as a Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages investment funds, from July 2012 to February 2017. Prior to joining Icahn Capital, Mr. Christodoro served in various investment and research roles at P2 Capital Partners, LLC, a company with investments in technology and distribution, from March 2007 to July 2012. Mr. Christodoro began his career as an investment banking analyst at Morgan Stanley, where he focused on merger and acquisition transactions across a variety of industries. Mr. Christodoro also serves on the Board of Directors of Cheniere Energy, Inc., Enzon Pharmaceuticals, Inc., Herbalife Ltd., Lyft, Inc., and Xerox Corporation. Mr. Christodoro was previously a director of: Hologic, Inc., a supplier of diagnostic, medical imaging and surgical products, from December 2013 to March 2016; eBay Inc., a global commerce and payments company, from March 2015 to July 2015; Talisman Energy Inc., an independent oil and gas exploration and production company, from December 2013 to May 2015; and American Railcar Industries, Inc., a railcar manufacturing company, from June 2015 to February 2017.

Mr. Christodoro received an M.B.A from the University of Pennsylvania's Wharton School of Business. Mr. Christodoro received a B.S. in Applied Economics and Management Magna Cum Laude from Cornell University. Mr. Christodoro also served in the United States Marine Corps.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Christodoro has over 15 years of extensive financial, strategic and investment experience advising and investing in public companies, including at the board level.

John J. Donahoe

Age: 56

Director since: July 2015

President and CEO,
ServiceNow, Inc.

Director Qualification Highlights:

- CEO Experience
- Public Company Board Service
- Strategic Planning
- International Experience

Biography:

Effective as of April 3, 2017, Mr. Donahoe has served as the President and Chief Executive Officer of ServiceNow, Inc., an enterprise cloud company. He has served as Chairman of the PayPal Board since July 2015. He served as the President and Chief Executive Officer of eBay from March 2008 to July 2015, and a director from January 2008 to July 2015. From January 2012 until April 2012, Mr. Donahoe served as Interim President of the PayPal business. From January 2008 to March 2008, Mr. Donahoe served as CEO-designate of eBay. From March 2005 to January 2008, Mr. Donahoe served as President, eBay Marketplaces. From January 2000 to February 2005, Mr. Donahoe served as the Worldwide Managing Director of Bain & Company. Mr. Donahoe also serves on the Board of Directors of ServiceNow, Inc., Intel Corporation and Nike, Inc.

Mr. Donahoe received his B.A. in Economics from Dartmouth College and an M.B.A. from the Stanford Graduate School of Business.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Donahoe brings extensive industry experience and deep knowledge of PayPal's day-to-day operations based on his former role as director, President and Chief Executive Officer of eBay and previous managerial experience as Interim President of the PayPal business.

David W. Dorman

Age: 63

Director since: June 2015

Chairman and CEO,
AT&T Corporation (retired)

Board Committees:
Compensation (Chair)
Governance

Director Qualification Highlights:

- CEO Experience
- Public Company Board Service
- Strategic Planning
- Finance

Biography:

Mr. Dorman has served as a director of PayPal since June 2015. He previously served as a board member of eBay from June 2014 to July 2015. Mr. Dorman has been the Non-Executive Chairman of the Board of CVS Health Corporation, a pharmacy healthcare provider, since May 2011, and is the former Chairman and Chief Executive Officer of AT&T Corporation, a telecommunications company (formerly known as SBC Communications Inc.). He is also Founding Partner of Centerview Capital, a private investment firm, since July 2013. He was formerly Non-Executive Chairman of the Board of Motorola Solutions, Inc. (formerly Motorola, Inc.), a leading provider of business and mission critical communication products and services for enterprise and government customers. He served as Non-Executive Chairman of the Board of Motorola, Inc. from May 2008 until the separation of its mobile devices and home businesses in January 2011. From October 2006 to May 2008, he was a Senior Advisor and Managing Director to Warburg Pincus LLC, a global private equity firm. From November 2005 until January 2006, Mr. Dorman served as President and a director of AT&T Corporation. From November 2002 until November 2005, Mr. Dorman was Chairman of the Board and Chief Executive Officer of AT&T Corporation. Prior to this, he was President of AT&T Corporation from 2000 to 2002 and the Chief Executive Officer of Concert Communications Services, a former global venture created by AT&T Corporation and British Telecommunications plc, from 1999 to 2000. Mr. Dorman also serves on the Board of Directors of Yum! Brands, Inc. and as a Trustee for Georgia Tech Foundation, Inc.

Mr. Dorman received his B.S. in industrial management from Georgia Institute of Technology.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Dorman's leadership as former Chairman and Chief Executive Officer of AT&T Corporation and his extensive experience in global telecommunications-related businesses as a former Chief Executive Officer, as well as expertise in finance, strategic planning and public company executive compensation adds to the strong leadership expertise of the Board.

Belinda J. Johnson

Age: 50

Director since: January 2017

Chief Business Affairs and Legal Officer, Airbnb, Inc.

Board Committees:
Audit, Risk and Compliance

Director Qualification Highlights:

- Legal and Regulatory
- Technology Company Experience

Biography:

Ms. Johnson has served as a director of PayPal since January 2017. She has been the Chief Business Affairs and Legal Officer of Airbnb, Inc., a global community marketplace which provides access to unique accommodations and experiences, since July 2015, having joined as General Counsel in December 2011. Prior to Airbnb until August 2011, Ms. Johnson served as Senior Vice President and Deputy General Counsel of Yahoo! Inc., a digital information platform. Ms. Johnson also served in other various positions at Yahoo! Inc. from August 1999. From November 1996 to August 1999, Ms. Johnson was General Counsel of Broadcast.com, Inc., an internet broadcasting company.

Ms. Johnson received her B.A. from The University of Texas at Austin and her J.D. from The University of Texas Law School.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Ms. Johnson's expertise with legal and regulatory matters and government relations and extensive experience with global, consumer-facing technology companies is particularly relevant to the Company's business and adds depth to the Board and the Audit, Risk and Compliance Committee.

Gail J. McGovern

Age: 65

Director since: June 2015

President and CEO,
American Red Cross

Board Committees:
Audit, Risk and Compliance
Governance (Chair)

Director Qualification Highlights:

- CEO Experience
- Public Company Board Service
- Strategic Planning
- Finance

Biography:

Ms. McGovern has served as a director of PayPal since June 2015. She previously served as a board member of eBay from March 2015 to July 2015. Ms. McGovern is the President and Chief Executive Officer of the American Red Cross, a humanitarian organization, and has served in that position since June 2008. Ms. McGovern also serves as a trustee of Johns Hopkins Medicine, and a director of DTE Energy Company, and as an advisor to The Weather Channel.

Ms. McGovern received her B.A. in quantitative sciences from Johns Hopkins University and her M.B.A. from Columbia University.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Ms. McGovern's leadership experience as President and Chief Executive Officer of the American Red Cross adds to the strong leadership expertise of the Board and brings a strong perspective from the academic and nonprofit worlds. Her extensive executive experience in marketing and sales, customer relations, corporate finance, strategic planning and government relations and knowledge of regulatory matters adds depth to the Board.

David M. Moffett

Age: 65

Director since: June 2015

CEO, Federal Home Loan Mortgage Corp (retired)

Board Committees:
Audit, Risk and Compliance (Chair)

Director Qualification Highlights:

- CEO Experience
- Public Company Board Service
- Payments Experience
- Finance

Biography:

Mr. Moffett has served as a director of PayPal since June 2015 and as Lead Independent Director since July 2015. He was previously a board member of eBay from July 2007 to July 2015. Mr. Moffett served as Chief Executive Officer of Federal Home Loan Mortgage Corp. ("Freddie Mac") from September 2008 until his retirement in March 2009. He also served as a director of Freddie Mac from December 2008 to March 2009. In 1993, Mr. Moffett joined Star Banc Corporation, a bank holding company, as Chief Financial Officer and during his tenure played an integral role in the acquisition of Firststar Corporation in 1998 and later U.S. Bancorp in 2001. Mr. Moffett remained Chief Financial Officer of U.S. Bancorp until 2007. Mr. Moffett also serves on the Board of Directors of CSX Corporation, Genworth Financial, Inc. and as a Trustee for Columbia Atlantic Mutual Funds and University of Oklahoma Foundation and as a consultant to various financial services companies.

Mr. Moffett received a B.A. from the University of Oklahoma and an M.B.A. from Southern Methodist University.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Moffett has more than 30 years of strategic finance, risk management, and operational experience in banking and payment processing. He brings this strong financial expertise to his role on the Board and as the Chair of the Audit, Risk and Compliance Committee. He also has extensive global financial management and regulatory expertise as a former Chief Executive Officer and Chief Financial Officer of financial services companies. Mr. Moffett has extensive experience in the payments business as a result of his involvement with the development of U.S. Bancorp's global expansion of its merchant processing business, which is particularly relevant to PayPal's business. Mr. Moffett's leadership experience as Chief Executive Officer of Freddie Mac adds to the strong leadership expertise of the Board.

Daniel H. Schulman

Age: 59

Director since: July 2015

President and CEO,
PayPal Holdings, Inc.

Director Qualification Highlights:

- CEO Experience
- Public Company Board Service
- Payments Experience
- Strategic Planning

Biography:

Mr. Schulman has served as President and Chief Executive Officer of PayPal since July 2015. He had served as the President and CEO-Designee of PayPal from September 2014 until July 2015. From August 2010 to August 2014, Mr. Schulman served as Group President, Enterprise Group of American Express Company, a financial services company. Mr. Schulman was President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010, when Sprint Nextel acquired Virgin Mobile, USA, a cellular phone service provider. Mr. Schulman also serves on the Board of Directors of Flex Ltd. and Symantec Corporation.

Mr. Schulman received a B.A. from Middlebury College and an M.B.A. from New York University's Leonard N. Stern School of Business.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Schulman's extensive industry experience and knowledge of PayPal's day-to-day operations, as well as his previous managerial experience in the payments and technology industries enables Mr. Schulman to provide valuable perspectives on many issues facing PayPal, particularly with respect to business management and strategy. Mr. Schulman's service on the Board creates an important link between management and the Board and provides PayPal with decisive and effective leadership.

Frank D. Yeary

Age: 53

Director since: July 2015

Chairman, CamberView Partners, LLC

Board Committees:
Audit, Risk and Compliance

Director Qualification Highlights:

- Senior Leadership Experience
- Public Company Board Service
- Finance
- Mergers and Acquisitions

Biography:

Mr. Yeary has served as a director of PayPal since July 2015. He previously served as a board member of eBay from January 2015 to July 2015. Mr. Yeary has been Chairman of CamberView Partners, LLC, a corporate advisory firm, since 2012. Mr. Yeary was Vice Chancellor of the University of California, Berkeley, a public university, from 2008 to 2012, where he led and implemented major strategic and financial changes to the university's financial and operating strategy; from 2010 to 2011, he served as interim Chief Administrative Officer, managing a portfolio of financial and operational responsibilities and departments. Prior to 2008, Mr. Yeary spent 25 years in the finance industry, most recently as Managing Director, Global Head of Mergers and Acquisitions and a member of the Management Committee at Citigroup Investment Banking, a financial services company. Mr. Yeary also serves on the Board of Directors of Intel Corporation.

Mr. Yeary received his B.A. in History and Economics from the University of California, Berkeley.

Experience, Skills and Qualifications of Particular Relevance to PayPal:

Mr. Yeary's extensive career in investment banking and finance brings to the Board financial strategy and mergers and acquisitions expertise, including expertise in financial reporting and experience in assessing the efficacy of mergers and acquisitions. In addition, Mr. Yeary's role as Vice Chancellor and as Chief Administrative Officer of a large public research university provides strategic and financial expertise.

The Board Recommends a Vote **FOR** each of the Named Director Nominees.

CONSIDERATION OF DIRECTOR NOMINEES

Stockholder Recommendations and Nominations

The Governance Committee considers director candidates identified for consideration for nomination to the Board from stockholders. In evaluating such recommendations, the Governance Committee addresses the criteria described below under "Director Selection Process and Qualifications." There are no differences in the manner in which the Governance Committee evaluates nominees for director based on whether the candidate is recommended by a stockholder or otherwise. Stockholders may recommend director candidates by writing to our Corporate Secretary at PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131, stating the candidate's name and qualifications for Board membership.

In addition, our Certificate of Incorporation and Bylaws provide proxy access rights that permit eligible stockholders to nominate candidates for election to the Board in the Company's proxy statement ("proxy access candidates"). Stockholders who wish to nominate a proxy access candidate must follow the procedures described in our Certificate of Incorporation and Bylaws. Proxy access candidates meeting the qualifications and requirements set forth in our Certificate of Incorporation and Bylaws will be included in the Company's proxy statement and ballot.

Director Selection Process and Qualifications

The Governance Committee is responsible for recommending to the Board the qualifications for Board membership and for identifying, assessing and recommending qualified director candidates for the Board's consideration. The Board's membership qualifications and nomination procedures are set forth in the Corporate Governance Guidelines.

The Board and Governance Committee evaluate directors based on the following attributes:

- Character;
- Integrity;
- Judgment;
- Skills;
- Background;
- Experience of particular relevance to the Company; and
- Ability and willingness to devote sufficient time to the Board.

The Board and Governance Committee consider the following factors and principles in evaluating and selecting director nominees:

- Directors should have high-level managerial experience in a relatively complex organization or be accustomed to dealing with complex problems;
- Directors should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies;
- Directors should be individuals of the highest character and integrity, with the ability to work well with others and with sufficient time available to devote to the affairs of the Company in order to carry out their responsibilities;
- In addressing the overall composition of the Board, diversity (including gender and race), age, international background, and expertise should be considered in evaluating potential Board members;
- The interplay of a candidate's background and expertise with that of other Board members, and the extent to which a candidate may be a desirable addition to any Board committee should be considered;
- The Board should be composed of directors who are highly engaged with our business; and
- The Board should include individuals with highly relevant professional experience.

In particular, the Governance Committee values diversity as a factor in selecting nominees. When searching for new directors, the Governance Committee actively seeks out qualified women and individuals from minority groups to include in the pool from which Board nominees are chosen.

From time to time, the Governance Committee may retain an executive search firm to assist in identifying, screening and evaluating potential candidates.

Director Compensation

The Compensation Committee is responsible for reviewing and making recommendations to the Board regarding compensation paid to non-employee directors, for their Board and committee services.

2016 DIRECTOR COMPENSATION

Effective January 1, 2016, each non-employee director of the Company received the following annual retainers on the first trading day after January 1 of each year in which the director serves as a non-employee director of the Company, other than Mr. Omidyar, who will not receive any compensation for his services as a Board member:

2016 Annual Retainers:

All Non-Employee Directors	\$ 80,000/year
Non-Executive Board Chair	\$100,000/year
Lead Independent Director	\$ 75,000/year
ARC Committee Chair and Compensation Committee Chair	\$ 20,000/year
Governance Committee Chair	\$ 15,000/year
ARC Committee Member and Compensation Committee Member	\$ 18,000/year
Governance Committee Member	\$ 10,000/year

A non-employee director who serves as a Board Chair or as the chair of a committee will be entitled to the Board Chair annual retainer and/or committee chair annual retainer in addition to the non-employee director annual retainer, but will not be entitled to the committee member annual retainer for serving as a member of that specific committee.

A non-employee director may elect to receive 100% of his/her annual retainer(s) in fully vested stock awards of PayPal common stock under our 2015 Equity Incentive Award Plan having a value equal to the annual retainer(s) in lieu of cash.

If a non-employee director is elected or appointed to serve as a member of the Board, or appointed to serve as a member of a committee or as a chair of a committee in which he/she was not a member prior to such appointment, following the annual retainer payment date for such calendar year (i.e., the first trading day after January 1 of such year), such non-employee director will receive a prorated annual retainer, based on the number of days from the appointment/election date to December 31 of such year.

2016 Equity Awards:

In addition to the annual retainers, all non-employee directors of PayPal received the following fully vested stock awards of PayPal common stock under our 2015 Equity Incentive Award Plan following PayPal's annual meeting of stockholders:

All Independent Directors	\$220,000 in PayPal common stock
Board Chair ¹	\$100,000 in PayPal common stock

¹ The Board Chair receives \$100,000 in PayPal common stock in addition to the \$220,000 in PayPal common stock that he/she receives for services as a non-employee director.

The number of shares of PayPal common stock subject to the stock award is determined by dividing the amount of the annual equity award by the per share fair market value (i.e., the closing price of our common stock) on the date of the annual stockholder meeting, rounded up to the nearest whole share.

If a non-employee director is appointed or elected at any time other than at an annual stockholder meeting, such director will not be eligible to receive an annual equity award for any period prior to the first annual stockholder meeting following his/her appointment or election.

2017 DIRECTOR COMPENSATION

Effective January 1, 2017, each non-employee director of the Company will receive the following annual retainer on the first trading day after January 1 of each year in which the director serves as a non-employee director of the Company, other than Mr. Omidyar, who will not receive any compensation for his services as a Board member:

2017 Annual Retainers:

All Non-Employee Directors	\$ 80,000/year
Non-Executive Board Chair	\$100,000/year
Lead Independent Director	\$ 75,000/year
ARC Committee Chair	\$ 25,000/year
Compensation Committee Chair and Governance Committee Chair	\$ 20,000/year
ARC Committee Member	\$ 20,000/year
Compensation Committee Member	\$ 18,000/year
Governance Committee Member	\$ 10,000/year

2017 Equity Awards:

In addition to the annual retainers, all non-employee directors of PayPal will receive the following fully vested stock awards of PayPal common stock under our 2015 Equity Incentive Award Plan following PayPal's annual meeting of stockholders:

All Independent Directors	\$250,000 in PayPal common stock
Board Chair ¹	\$100,000 in PayPal common stock

¹ The Board Chair receives \$100,000 in PayPal common stock in addition to the \$250,000 in PayPal common stock that he/she receives for services as a non-employee director.

2016 DIRECTOR COMPENSATION TABLE

The following table summarizes the total compensation paid by the Company to non-employee directors for the fiscal year ended December 31, 2016. Ms. Johnson joined the Board after December 31, 2016; therefore, she did not receive any compensation during 2016.

Name	Fees Earned or Paid in Cash ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Option Awards ⁽²⁾ (\$)	Total (\$)
Wences Casares	95,055	220,002	—	315,057
Jonathan Christodoro	98,000	220,002	—	318,002
John J. Donahoe	180,000	320,003	—	500,003
David W. Dorman	110,000	220,002	—	330,002
Gail J. McGovern	113,000	220,002	—	333,002
David M. Moffett	193,000	220,002	—	413,002
Pierre M. Omidyar	—	—	—	—
Frank D. Yeary	98,000	220,002	—	318,002

¹ The amounts reported in the Fees Earned or Paid in Cash column reflect the cash fees earned by each non-employee director in 2016, which includes fees with respect to which the following directors elected to receive fully vested shares of PayPal stock in lieu of cash (such shares were granted on January 4, 2016):

Name	Fees Forgone (\$)	Shares Received (#)
John J. Donahoe	180,000	5,179
David W. Dorman	110,000	3,165
David M. Moffett	193,000	5,553

² Amounts shown represent the grant date fair value of the stock awards granted on May 25, 2016 to our directors as computed in accordance with FASB ASC Topic 718. As of December 31, 2016, our non-employee directors held the following deferred stock units ("DSUs") and stock options.

Name	Total DSUs Held as of 12/31/16 (#)	Total Options Held as of 12/31/16 (#)
Wences Casares	—	—
Jonathan Christodoro	5,353	—
John J. Donahoe	2,464	368,513
David W. Dorman	9,488	—
Gail J. McGovern	3,711	—
David M. Moffett	49,001	14,014
Pierre M. Omidyar	—	—
Frank D. Yeary	5,460	—

Corporate Governance

The Board is committed to good corporate governance. We believe that good corporate governance promotes the long-term interests of our stockholders, strengthens Board and management accountability, and engenders public trust. The Board is responsible for providing advice and oversight of the strategic and operational direction of the Company and overseeing its executive management to support the long-term interests of the Company and its stockholders.

We believe that strong corporate governance practices that provide meaningful rights to our stockholders and ensure Board and management accountability are key to our relationship with our stockholders. We strive to have regular, constructive conversations with our stockholders to better understand our stockholders' priorities and perspectives, and to provide us with useful input concerning our corporate governance and compensation practices.

To help our stockholders understand our commitment to this relationship and our governance practices, the Board has adopted the Corporate Governance Guidelines to serve as a framework within which the Board conducts its business. Our Corporate Governance Guidelines, charters of our principal Board committees, our Code of Business Conduct and Ethics ("Code of Business Conduct"), and other governance materials are available on our investor relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

The following sections provide an overview of PayPal's corporate governance practices.

THE BOARD'S ROLE AND RESPONSIBILITIES

Risk Oversight

Management is responsible for assessing and managing risk, subject to oversight by the Board. The Board executes its oversight responsibility for risk assessment and risk management directly and through its committees.

In January 2017, the Audit Committee of the Board was renamed the Audit, Risk and Compliance Committee (the "ARC Committee") to more accurately reflect the scope of the committee's role with respect to oversight of risk and compliance matters. The Board has delegated to the ARC Committee primary responsibility for the oversight of risk management at PayPal. In accordance with its charter, the ARC Committee discusses and reviews with management our major risk exposures, including financial, operational, privacy, security, business continuity, legal, and regulatory risks, and the steps we have taken to monitor, control and manage such exposures and the Company's risk assessment and risk management policies. The ARC Committee reviews with our Chief Business Affairs and Legal Officer and/or Chief Risk and Compliance Officer, as applicable, significant legal, compliance, or regulatory matters that could have a material impact on our financial statements, compliance policies or our business, including material notices to or inquiries received from governmental agencies.

To oversee and manage risk, we have embedded a global, Company-wide enterprise risk management ("ERM") program involving the ARC Committee, management, and other personnel. The ERM program is designed to identify, assess, measure and manage key risks facing our Company, including financial crimes risk, regulatory compliance risk, information security, technology risk, operational risk (including fraud losses), credit risk, market risk (including capital and liquidity), reputational risk, and strategic risk. The ERM program is designed to enable the ARC Committee to establish a mutual understanding with management of the effectiveness of the Company's risk management practices and capabilities, to review and discuss the Company's risk exposure and risk tolerance, and to elevate certain key risks for oversight at the Board level. In connection with the ERM program, the ARC Committee discusses individual risk areas with management throughout the year.

The other principal Board committees oversee risks associated with their respective areas of responsibility. For example, the Compensation Committee reviews the risks associated with our compensation policies and practices. Management has assessed the Company's compensation policies and practices and concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company, and the Compensation Committee agreed with this conclusion. The Governance Committee reviews the risks associated with our overall corporate governance.

Communication with the Board

Stockholders are invited to contact the Board or any individual director by writing to the Corporate Secretary at our principal executive offices: PayPal Holdings, Inc., 2211 North First Avenue, San Jose, California 95131, with a request to forward the communication to the intended recipient or recipients. In general, any stockholder communication delivered to the Company for forwarding to the Board or specified Board member(s) will be forwarded in accordance with the stockholder's instructions. However, the Company reserves the right not to forward to Board members any abusive, threatening or otherwise inappropriate materials.

Board and Committee Evaluations

The Board and its principal committees perform an annual self-assessment to assess their performance and effectiveness and to identify opportunities to improve Board and committee performance. As part of this annual self-assessment, directors are able to provide feedback on the performance of other directors. The Chairman and Lead Independent Director then follows up on this feedback and takes such further action with directors receiving comments and other directors as needed.

Director Orientation and Continuing Education

Our director orientation programs familiarize new directors with the Company's businesses, strategies, and policies, and assist new directors in developing the skills and knowledge required for their service on the Board. All other directors are also invited to attend the orientation programs. From time to time, management advises, or invites outside experts to attend Board meetings to advise, the Board on its responsibilities, management's responsibilities, developments relevant to corporate governance and best corporate practices. Board members may attend, at the Company's expense, accredited director education programs.

Succession Planning

The Board recognizes the importance of effective executive leadership to PayPal's success and regularly reviews executive succession planning. As part of this process, the Board reviews and discusses the capabilities of our senior leadership, as well as succession planning and potential successors for our executive officers (including the CEO). The process includes consideration of organizational and operational needs, competitive challenges, leadership/management potential and development, and emergency situations.

Code of Business Conduct

We expect our directors, officers, and employees to conduct themselves with the highest degree of integrity, ethics, and honesty. Our credibility and reputation depend upon the good judgment, ethical standards, and personal integrity of each director, officer, and employee. PayPal's Code of Business Conduct requires that directors, executive officers, and other employees disclose actual or potential conflicts of interest and recuse themselves from related decisions. We regularly review the Code of Business Conduct and related policies to ensure that they provide clear guidance to our directors, executive officers, and employees. The Code of Business Conduct is available at <https://investor.paypal-corp.com/corporate-governance.cfm>. Concerns about accounting or auditing matters or possible violations of our Code of Business Conduct should be reported under the procedures outlined in the Code of Business Conduct.

Outside Advisors

The Board may retain outside legal, accounting, or other advisors as it deems necessary or appropriate at the Company's expense and without obtaining management's consent. Each principal committee of the Board may also retain outside legal, accounting or other advisors as it deems necessary or appropriate at the Company's expense and without obtaining the Board's or management's consent.

DIRECTOR INDEPENDENCE

Under the listing standards of The NASDAQ Stock Market ("NASDAQ") and our Corporate Governance Guidelines, the Board must consist of a majority of independent directors. Annually, each director completes a questionnaire designed to provide information to assist the Board in determining whether the director is independent under the listing standards of NASDAQ and our Corporate Governance Guidelines, and whether members of the ARC Committee and Compensation Committee satisfy additional Securities and Exchange Commission ("SEC") and NASDAQ independence requirements. The Board has adopted guidelines setting forth certain categories of transactions, relationships, and arrangements that it has deemed immaterial for purposes of making determinations regarding a director's independence, and the Board does not consider any of those transactions, relationships, and arrangements in determining director independence.

Based on its review, the Board has determined that each of Wences Casares, Jonathan Christodoro, David W. Dorman, Belinda J. Johnson, Gail J. McGovern, David M. Moffett, Pierre M. Omidyar, and Frank D. Yeary is independent under the listing standards of NASDAQ and our Corporate Governance Guidelines, including that each director is free of any relationship that would interfere with his or her individual exercise of independent judgment.

The Board limits membership on the ARC Committee, the Compensation Committee, and the Governance Committee to independent directors. Our Corporate Governance Guidelines prohibit directors from serving on the board of directors, or as an officer, of another company that might cause a significant conflict of interest. Our Corporate Governance Guidelines also provide that any director who has previously been determined to be independent must inform the Lead Independent Director and our Corporate Secretary of any significant change in his or her personal circumstances, including a change in principal occupation, change in his or her professional roles and responsibilities or status as a member of the board of another public company, including retirement, and any change in circumstance that may cause his or her status as an independent director to change.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee is or has been an employee of PayPal. None of our executive officers served on the board of directors or compensation committee of another entity that has an executive officer that serves on the Board or the Compensation Committee.

Board Leadership and Lead Independent Director

In accordance with our Bylaws, the Board elects our Chairman of the Board and our CEO. Our Corporate Governance Guidelines require that the roles of Chairman and CEO be held by separate individuals. The Board's policy is that the positions of Chairman and CEO should be held by separate persons as an aid in the Board's oversight of management and to allow the CEO to focus primarily on management responsibilities. Mr. Donahoe currently serves as our Chairman.

In July 2015, our independent directors elected Mr. Moffett to serve a two-year term as the Board's Lead Independent Director through the conclusion of the Annual Meeting. In March 2017, Mr. Moffett was reelected to serve an additional two-year term as Lead Independent Director effective upon the conclusion of the Annual Meeting, subject to his continuing reelection and status as an independent director. The Lead Independent Director's responsibilities are detailed in our Corporate Governance Guidelines, and include:

- Providing the Chairman with input as to an appropriate schedule of Board meetings;
- Providing the Chairman with input as to the preparation of agendas for Board meetings;
- Providing the Chairman with input as to the quality, quantity, and timeliness of the flow of information from the Company's management that is necessary for the independent directors to effectively and responsibly perform their duties;
- Making recommendations to the Chairman regarding the retention of consultants who report directly to the Board (other than consultants who are selected by the various committees of the Board);
- Presiding over executive sessions of the Board;
- Acting as a liaison between the Independent Directors and the Chairman and CEO on sensitive issues;
- Together with the Chairman, leading the Board in its review of the results of the annual self-assessment process, including acting on director feedback as needed; and
- Together with the Chairman, conducting interviews to confirm the continued qualification and willingness to serve of each director whose term is expiring at an annual meeting prior to the time at which directors are nominated for re-election.

Board Committees

The Board has three principal committees: the ARC Committee, the Compensation Committee, and the Governance Committee. Each committee has a written charter, which is available on the corporate governance section of our investor relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>. The table below provides the current membership for each principal Board committee.

	ARC Committee	Compensation Committee	Governance Committee
Wences Casares	—	Member	—
Jonathan Christodoro	—	Member	—
John J. Donahoe	—	—	—
David W. Dorman	—	Chair	Member
Belinda J. Johnson*	Member	—	—
Gail J. McGovern	Member	—	Chair
David M. Moffett	Chair	—	—
Pierre M. Omidyar	—	—	—
Daniel H. Schulman	—	—	—
Frank D. Yeary	Member	—	—

* Ms. Johnson has served as a member of the ARC Committee since January 12, 2017.

Below is a description of each principal committee of the Board.

ARC Committee

Members

Belinda J. Johnson (since Jan. 2017)
 Gail J. McGovern
 David M. Moffett (Chair)
 Frank D. Yeary

Meetings in 2016: 10

Primary Responsibilities

The ARC Committee provides assistance and guidance to the Board in fulfilling its oversight responsibilities with respect to:

- PayPal's corporate accounting and financial reporting practices;
- The independent auditor's qualifications and independence;
- The performance of PayPal's internal audit function and independent auditor;
- The quality and integrity of PayPal's financial statements and reports;
- Reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent auditor;
- Producing the Audit Committee Report for inclusion in our proxy statement;
- PayPal's overall risk framework and risk appetite; and
- PayPal's compliance program.

The charter of the ARC Committee describes its specific responsibilities and functions.

Independence

The Board has determined that each member of the ARC Committee meets the independence requirements of NASDAQ and the SEC and otherwise satisfies the requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Board has also determined that each member of the ARC Committee is financially literate and that Mr. Moffett is an "audit committee financial expert" as defined by SEC rules.

Compensation Committee

Members

Wences Casares
 Jonathan Christodoro
 David W. Dorman (Chair)

Meetings in 2016: 8

Primary Responsibilities

The primary responsibilities of the Compensation Committee are to:

- Review and approve all compensation programs applicable to directors and executive officers, the overall strategy for employee compensation, and the compensation of our CEO and our other executive officers;
- Oversee and monitor compliance with the Company's stock ownership guidelines applicable to directors and executive officers;
- Review the Compensation Discussion and Analysis contained in our proxy statement and prepare the Compensation Committee Report for inclusion in our proxy statement; and
- Review and consider the results of any advisory stockholder votes on executive compensation.

The charter of the Compensation Committee describes its specific responsibilities and functions and permits the Compensation Committee, in its discretion, to delegate all or a portion of its duties and responsibilities to a subcommittee or any member of the Compensation Committee or, subject to applicable law, listing standards and the terms of the charter, any officer or officers of the Company.

Independence

Each member of the Compensation Committee meets the independence requirements of NASDAQ and the SEC.

Additionally, the Compensation Committee assesses on an annual basis the independence of its compensation consultants, outside legal counsel, and other compensation advisers. Additional disclosure regarding the role of the Compensation Committee in compensation matters, including the role of consultants in compensation decisions, can be found under "Compensation Discussion and Analysis — Other Compensation Practices and Policies — Roles and Responsibilities — Compensation Consultant" below.

Governance Committee

Members

David W. Dorman
Gail J. McGovern (Chair)

Meetings in 2016: 4

Primary Responsibilities

The primary responsibilities of the Governance Committee include:

- Making recommendations to the Board as to the appropriate size of the Board or any Board committee;
- Reviewing the qualifications of candidates for the Board;
- Making recommendations to the Board on potential Board and Board committee members, whether as a result of vacancies (including any vacancy created by an increase in the size of the Board) or as part of the annual election cycle;
- Reviewing our Corporate Governance Guidelines annually; and
- Establishing procedures to exercise oversight of the evaluation of the Board and senior management, and leading an annual evaluation of the Board and senior management.

The charter of the Governance Committee describes its specific responsibilities and functions.

Independence

Each member of the Governance Committee meets the independence requirements of NASDAQ.

Meetings and Attendance

Our Board holds regularly scheduled quarterly meetings. At each regularly scheduled Board meeting, a member of each principal Board committee reports on any significant matters addressed by the committee since the last quarterly Board meeting. In addition, the outside directors have the opportunity to meet without our management or the other directors as part of each regularly scheduled Board meeting. The Lead Independent Director leads these discussions.

Our Board met four times during 2016. Each director nominee who served in 2016 attended at least 75% of all of our Board meetings and committee meetings for committees on which he or she served in 2016.

All directors are expected to attend the Annual Meeting. Eight of the nine directors serving on our Board at the time of our 2016 annual meeting of stockholders attended that meeting.

Certain Transactions with Directors and Officers

RELATED-PERSON TRANSACTION POLICY

The Board has adopted a written related-person transaction policy governing the review and approval of related person transactions that is administered by the ARC Committee. The policy applies to any transaction or series of transactions in which the Company or a consolidated subsidiary is a participant, the amount involved exceeds \$120,000, and a related person under the policy has a direct or indirect material interest. The policy defines a "related person" to include directors, nominees for director, executive officers, beneficial owners of more than 5% of PayPal's outstanding common stock and their respective immediate family members.

Under the policy, transactions requiring review are referred to the ARC Committee for pre-approval, ratification or other action. Management will provide the ARC Committee with a description of any related-person transaction proposed to be approved or ratified. This description will include the terms of the transaction, the business purpose of the transaction, and the benefits to PayPal and to the relevant related person. In determining whether to approve or ratify a related-person transaction, the ARC Committee will consider the following factors:

- Whether the terms of the transaction are (i) fair to the Company and (ii) at least as favorable to the Company as would apply if the transaction did not involve a related person;
- Whether there are demonstrable business reasons for the Company to enter into the transaction;
- Whether the transaction would impair the independence of an outside director under the Company's director independence standards; and
- Whether the transaction would present an improper conflict of interest for any director or executive officer, taking into account the size of the transaction, the overall financial position of the related person, the direct or indirect nature of the related person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the committee deems relevant.

The Company also has practices that address potential conflicts in circumstances where a non-employee director is a control person of an investment fund that desires to make an investment in or acquire a company that may compete with one of the Company's businesses. Under those circumstances, the director is required to notify the Company's CEO and Chief Business Affairs and Legal Officer of the proposed transaction, and the Company's senior management then assesses the nature and degree to which the investee company is competitive with one of the Company's businesses, as well as the potential overlaps between the Company and the investee company. If the Company's senior management determines that the competitive situation and potential overlaps between PayPal and the investee company are acceptable, approval of the transaction by the Company would be conditioned upon the director agreeing to certain limitations (including refraining from joining the board of directors of, serving as an advisor to, or being directly involved in the business of the investee company or conveying any confidential or proprietary information regarding the investee company to the Company or regarding the Company's line of business with which the investee competes to the investee company, abstaining from being the primary decision-maker for the investment fund with respect to the investee company, recusing himself/herself from portions of investee company meetings that cover confidential competitive information reasonably pertinent to the Company's lines of business with which the investee company competes and agreeing to any additional limitations deemed to be reasonably necessary or appropriate by the Company's senior management as circumstances change). All transactions by investment funds in which a non-employee director is a control person also remain subject in all respects to the Board's written policy for the review of related person transactions, discussed above.

Transactions with Related Persons

We have entered into indemnification agreements with each of our directors and executive officers. These agreements require us to indemnify such individuals, to the fullest extent permitted by Delaware law, for certain liabilities to which they may become subject as a result of their affiliation with the Company.

On January 21, 2015, eBay entered into the Standstill Agreement with the Icahn Group pursuant to which eBay appointed Mr. Christodoro to serve as a member of the eBay Board. At the time of the Separation in July 2015, the Company assumed certain obligations under the Standstill Agreement, which no longer applied to eBay. Pursuant to the Standstill Agreement, Mr. Christodoro elected to resign from the eBay Board and became a member of the PayPal Board, with such resignation and appointment effective as of the effective time of the Separation. A full description of the Standstill Agreement is included in a Form 8-K filed with the SEC by eBay on January 23, 2015.

Since January 1, 2016, there were no related person transactions, and we are not aware of any currently proposed related person transactions, that would require disclosure under SEC rules.

Our Executive Officers

Executive officers are elected annually by the Board and serve at the discretion of the Board. Set forth below is information regarding our executive officers as of April 13, 2017.

Name	Age	Position	Biography
Daniel H. Schulman	59	President and Chief Executive Officer	Mr. Schulman's biography is set forth on page 12 under the heading "Proposal 1 — Election of Directors — Director Nominees."
Jonathan Auerbach	54	Executive Vice President, Chief Strategy and Growth Officer	Mr. Auerbach has served PayPal as Executive Vice President, Chief Strategy & Growth Officer since September 2016. From July 2015 to September 2016, he served as Senior Vice President, Chief Strategy and Growth Officer. Mr. Auerbach was the CEO of Group Digital Life at Singapore Telecommunication Limited (Singtel), a telecommunications company, from September 2014 to May 2015, where he led the company's global portfolio of digital businesses as well as its venture fund. From 1987 through 2014, Mr. Auerbach was a management consultant and held a variety of executive roles with McKinsey & Company, a global management consulting firm.
Aaron Karczmer	45	Senior Vice President, Chief Risk and Compliance Officer	Mr. Karczmer has served PayPal as Senior Vice President, Chief Risk and Compliance Officer since January 2017. From September 2016 to January 2017, he served as Senior Vice President, Chief Compliance and Ethics Officer. From May 2016 to September 2016, he served as Senior Vice President, Chief Compliance Officer. From 2013 to April 2016, he served as Senior Vice President, Deputy Chief Compliance Office and Head of Global Financial Crime Compliance of American Express, a financial services company. From May 2011 to January 2013, he served as Vice President, Principal Compliance Leader, Enterprise Growth and Enterprise Compliance Risk Management of American Express. From September 2007 to May 2011, he served as Vice President, Financial Intelligence Unit — AML Enterprise Surveillance, Investigations & Technology of American Express.
Gary Marino	60	Executive Vice President, Chief Commercial Officer	Mr. Marino has served PayPal as Executive Vice President, Chief Commercial Officer since September 2016. From July 2015 to September 2016, he served as Senior Vice President, Global Credit and the Americas. Mr. Marino co-founded Bill Me Later, Inc. in 2001 and served as its Chief Executive Officer from 2001 through November 2009, when PayPal, Inc., a subsidiary of PayPal Holdings, Inc., acquired Bill Me Later, Inc.
A. Louise Pentland	45	Executive Vice President, Chief Business Affairs and Legal Officer	Ms. Pentland has served PayPal as Executive Vice President, Chief Business Affairs and Legal Officer since September 2016. From July 2015 to September 2016, she served as Senior Vice President, Chief Legal Officer and Secretary. Ms. Pentland was previously the Executive Vice President and Chief Legal Officer at Nokia Corporation, a multinational communications and information technology company, from July 2008 to July 2014. Ms. Pentland also serves on the Board of Directors of Hitachi Ltd.

Name	Age	Position	Biography
John D. Rainey	46	Executive Vice President, Chief Financial Officer	Mr. Rainey has served PayPal as Executive Vice President, Chief Financial Officer since September 2016. From August 2015 to September 2016, he served as Senior Vice President, Chief Financial Officer. From April 2012 to July 2015, Mr. Rainey was Executive Vice President and Chief Financial Officer of United Continental Holdings, Inc., an airline holding company. Mr. Rainey also served as Chief Financial Officer and Executive Vice President at United Airlines, Inc., an airline company. from April 2012 to August 2015. From October 2010 to April 2012, Mr. Rainey was Senior Vice President of Financial Planning and Analysis at United Continental Holdings, Inc.
William Ready	37	Executive Vice President, Chief Operating Officer	Mr. Ready has served PayPal as Executive Vice President, Chief Operating Officer since September 2016. From July 2015 to September 2016, he served as Senior Vice President, Global Head Product & Engineering of PayPal. Prior to the Separation, Mr. Ready was the head of PayPal's Braintree operations from the time of its acquisition in December 2013. Mr. Ready was the Chief Executive Officer of Braintree, an online payments provider, from October 2011 until its acquisition by eBay Inc., in December 2013. From July 2011 to October 2011, Mr. Ready was an executive in residence at Accel Partners, a leading Silicon Valley venture capital and growth equity firm. Mr. Ready was the President of iPay Technologies, Inc., a payments services provider, from 2008 to 2011. Mr. Ready also serves on the Board of Directors of Automatic Data Processing, Inc.

Stock Ownership Information

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information known to us with respect to beneficial ownership of our common stock as of April 5, 2017 by (1) each stockholder known to us to be the beneficial owner of more than 5% of our common stock, (2) each director and nominee for director, (3) each of the executive officers named in the 2016 Summary Compensation Table below, and (4) all executive officers and directors as a group. Unless otherwise indicated below, the address for each of our executive officers and directors is c/o PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131.

Name of Beneficial Owner	Shares Beneficially Owned ⁽¹⁾	
	Number	Percent
T. Rowe Price Associates, Inc. ²	80,664,195	6.7%
The Vanguard Group ³	73,094,031	6.1%
Pierre M. Omidyar ⁴	70,368,858	5.9%
Daniel H. Schulman ⁵	399,552	*
John D. Rainey ⁶	75,159	*
Tomer Barel ⁷	83,071	*
William J. Ready ⁸	161,878	*
A. Louise Pentland ⁹	86,120	*
Wences Casares ¹⁰	8,121	*
Jonathan Christodoro ¹¹	11,029	*
John J. Donahoe ¹²	516,384	*
David W. Dorman ¹³	27,003	*
Belinda J. Johnson ¹⁴	2,537	*
Gail J. McGovern ¹⁵	9,549	*
David M. Moffett	65,230	*
Frank D. Yeary ¹⁶	11,136	*
All directors and executive officers as a group (17 persons) ¹⁷	71,986,266	6.0%

* Less than one percent

¹ This table is based upon information supplied by officers, directors, and principal stockholders and any Schedules 13D and 13G filed with the SEC. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated in the footnotes to this table, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of April 5, 2017, and restricted stock units ("RSUs") that are scheduled to vest within 60 days of April 5, 2017 are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding those options or RSUs, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. The percentage of beneficial ownership is based on 1,201,129,411 shares of common stock outstanding as of April 5, 2017.

² T. Rowe Price Associates, Inc. has beneficial ownership of an aggregate of 80,664,195 shares of the Company's common stock. T. Rowe Price Associates, Inc. has sole voting power of 27,617,454 shares of the Company's common stock and sole dispositive power of 80,664,195 shares of the Company's common stock. The address for T. Rowe Price Associates is 100 E. Pratt Street, Baltimore, MC 21202.

³ The Vanguard Group and its affiliates and subsidiaries have beneficial ownership of an aggregate of 73,094,031 shares of the Company's common stock. The Vanguard Group has sole voting power of 1,744,177 shares of the Company's common stock, shared voting power of 193,570 shares of the Company's common stock, sole dispositive power of 71,170,985 shares of the Company's common stock, and shared dispositive power of 1,923,046 shares of the Company's common stock. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

⁴ Mr. Omidyar is founder of eBay. Includes 70,000 shares held by his spouse as to which he disclaims beneficial ownership.

⁵ Mr. Schulman is our President and CEO. Includes 200,483 shares Mr. Schulman has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017.

⁶ Mr. Rainey is our Executive Vice President, Chief Financial Officer. Includes 38,233 shares Mr. Rainey has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017.

⁷ Mr. Barel is our Executive Vice President, Chief Enterprise Services Officer. Includes 20,004 shares Mr. Barel has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017, and 27,926 RSUs scheduled to vest within 60 days of April 5, 2017.

⁸ Mr. Ready is our Executive Vice President, Chief Operating Officer. Includes 17,482 shares Mr. Ready has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017.

⁹ Ms. Pentland is our Executive Vice President, Chief Business Affairs and Legal Officer. Includes 25,469 shares Ms. Pentland has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017.

¹⁰ The address for Mr. Casares is Xapo Inc., 2983 Woodside Road, Woodside CA 94062.

¹¹ The address for Mr. Christodoro is Icahn Associates, 767 Fifth Avenue, 47th Floor, New York, NY 10153.

¹² Includes 368,513 shares Mr. Donahoe has the right to acquire pursuant to outstanding options exercisable within 60 days of April 5, 2017.

¹³ The address for Mr. Dorman is Knoll Ventures, Tower Place 200, Suite 1000, 3348 Peachtree Road, NE, Atlanta, Georgia 30326.

¹⁴ The address for Ms. Johnson is Airbnb, Inc., 888 Brannan Street, San Francisco, California 94103.

¹⁵ The address for Ms. McGovern is American Red Cross, 430 17th Street, NW, Washington, DC 20006.

¹⁶ The address for Mr. Yeary is CamberView Partners, LLC, 650 California Street, 31st Floor, San Francisco, California 94108.

¹⁷ Includes 715,333 shares subject to options exercisable within 60 days of April 5, 2017, and 70,633 RSUs scheduled to vest within 60 days of April 5, 2017.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers, and holders of more than 10% of our common stock to file reports regarding their ownership and changes in ownership of our securities with the SEC, and to furnish us with copies of all Section 16(a) reports that they file.

We believe that during the fiscal year ended December 31, 2016, our directors, executive officers, and greater than 10% stockholders complied with all applicable Section 16(a) filing requirements.

In making these statements, we have relied upon a review of the copies of Section 16(a) reports furnished to us and the written representations of our directors, executive officers, and greater than 10% stockholders.

Proposal 2 — Advisory Vote to Approve Named Executive Officer Compensation

In accordance with the requirements of Section 14A of the Exchange Act, we are asking our stockholders to vote on an advisory basis to approve the compensation paid to our NEOs (“say-on-pay”), as described in the Compensation Discussion and Analysis and the compensation table sections of this proxy statement.

As discussed in the Compensation Discussion and Analysis, the Compensation Committee is committed to an executive compensation program that creates transparent and simple programs that appropriately incentivize our executives, align with stockholder interests and external expectations, and enable us to effectively compete for and win top talent and to build the strongest possible leadership team for PayPal. The Compensation Committee believes that the goals of our executive compensation program are appropriate and that the program is properly structured to achieve those goals. In deciding how to vote on this proposal, the Board encourages you to read the Compensation Discussion and Analysis and the compensation table sections of this proxy statement.

The Board recommends that stockholders vote “FOR” the following resolution:

“**RESOLVED**, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company’s Proxy Statement for the 2017 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2016 Summary Compensation Table, and the other related tables and disclosures.”

This “say-on-pay” vote is advisory, and therefore not binding on the Company, the Board, or the Compensation Committee. However, the Board and the Compensation Committee value the opinions of our stockholders and will take into account the outcome of this vote in considering future compensation arrangements. It is expected that the next “say-on-pay” vote will occur at PayPal’s 2018 annual meeting of stockholders.

The Board Recommends a Vote **FOR Proposal 2.**

Compensation Discussion and Analysis

Dear PayPal Stockholder:

2016 was another historic year for PayPal, as we completed our first full calendar year as an independent public company following our separation from eBay in July 2015. Since becoming an independent company, we have focused on furthering our long-term growth by executing a broad transformation of our culture and business model. In 2016, we pursued our mission and vision, dramatically expanded our customer value proposition, changed our approach and business model to support customer choice, and strengthened strategic partnerships across the ecosystem.

2016 was also a transformative year for our executive compensation program. Following the separation from eBay, we undertook a thorough review of the executive compensation program that we inherited from eBay. We considered the unique requirements of the financial technology (“FinTech”) competitive landscape and redesigned our executive compensation strategy to better fit our business. Our goal was to create transparent and simple programs that appropriately incentivize our executives, align with stockholder interests and external expectations, and enable us to effectively compete for and win top talent and to build the strongest possible leadership team for PayPal. The Compensation Discussion and Analysis that follows will give you an overview of our compensation program for our named executive officers and their compensation for 2016.

We encourage you to review this description and analysis of our program carefully, and we hope you agree that our executive compensation program supports PayPal’s growth strategy and is well aligned with creating long-term stockholder value.

The Compensation Committee of the Board

David W. Dorman (Chairman)
Wences Casares
Jonathan Christodoro

Introduction

2016 was transformative for PayPal, as we completed our first full calendar year as an independent, public company. Following our successful separation from eBay in July 2015 (the “Separation”), the Committee approved an executive compensation program based on our “pay for performance” philosophy that aligns our executive officers’ compensation with the key drivers of profitable short-term and long-term growth. The Committee restructured our compensation program with the goals of properly incentivizing and rewarding our executives for performance that exceeds expectations, providing transparency for both our executives and our stockholders, and positioning us competitively to enable us to attract and retain our executives.

In September 2016, we reorganized PayPal’s executive leadership structure with the formation of a new senior leadership team (“SLT”) that reports directly to our Chief Executive Officer. As part of this new leadership structure, the Committee approved the introduction of an executive vice president (“EVP”) designation and promoted six executives to EVP.

This Compensation Discussion and Analysis (“CD&A”) describes the compensation for each of PayPal’s named executive officers (“NEOs”). For 2016, the NEOs, whose compensation will be discussed in detail in this CD&A, were:

Daniel H. Schulman	President and Chief Executive Officer (our “CEO”)
John D. Rainey	Executive Vice President, Chief Financial Officer
Tomer Barel	Executive Vice President, Chief Risk and Data Officer ¹
A. Louise Pentland	Executive Vice President, Chief Business Affairs and Legal Officer
William Ready	Executive Vice President, Chief Operating Officer

¹In January 2017, Mr. Barel assumed the role of Executive Vice President, Chief Enterprise Services Officer. In connection with the change in Mr. Barel’s responsibilities, the Company determined that he would no longer be classified as an executive officer.

Executive Summary—Overview of Executive Compensation Program

The following is a brief overview of the primary compensation elements for our NEOs in 2016.

PRIMARY COMPENSATION ELEMENTS FOR NEOs IN 2016

Total Direct Compensation

	Salary	Annual Incentive Award	Performance-Based Restricted Stock Units (“PBRsUs”)	Restricted Stock Units (“RSUs”)
When is it set?	Set at hire; reviewed annually	Granted annually and paid in February following conclusion of performance period.	Granted annually in March	Granted annually in April
Form of payment	Cash		Equity	
Timeframe of targeted performance	Short-term (annual) emphasis		Long-term (multi-year) emphasis	
Performance period	Ongoing	One year	Three year performance period with “cliff” vesting of shares earned, if any, following end of performance period	Three year service-based vesting, on annual ratable basis
2016 performance measures	N/A	Company Performance – Revenue and Non-GAAP Net Income, with Net New Actives adjustment Individual Performance	FX-Neutral Revenue Compound Annual Growth Rate (“CAGR”) and Free Cash Flow CAGR	Service-based vesting; ultimate value varies based on stock price performance
Objective	Compensates for expected day-to-day performance Rewards individuals’ current contributions Reflects scope of roles and responsibilities Attracts highly capable leaders in an extremely competitive talent market	Compensates for successful annual performance Motivates achievement of short-term performance goals designed to enhance value of Company Attracts highly capable leaders in an extremely competitive talent market	Compensates for successful achievement of three year performance goals designed to enhance long-term value Intended to satisfy long-term retention objectives Attracts highly capable leaders in an extremely competitive talent market	Compensates for the creation of long-term value Recognizes recent performance and potential future contributions Intended to satisfy long-term retention objectives Attracts highly capable leaders in an extremely competitive talent market

KEY CONSIDERATIONS IN SETTING PAY

Objectives of Executive Compensation Program

Following the Separation, the Committee redefined our compensation philosophy to reflect the challenges inherent in operating as an independent FinTech company. As such, the Committee prioritized the following compensation philosophy and goals in 2016:

- Simplicity, Transparency and Clarity of our program – enable executives to directly link Company and individual performance to their pay, and enable stockholders to directly link returns on their investment to Company performance;
- One Team – unified goals and objectives for the entire executive leadership team (and all employees Company-wide) to drive operational decisions and Company performance;
- Winning the War for Talent – recognizing the unique FinTech space in which we compete, prioritize nimble and aggressive compensation strategies to attract and retain key talent; and
- Individual Performance – ensure compensation is commensurate with results, both on the upside and downside, and that leaders are held accountable for underperformance.

Investor Feedback and 2016 Say-On-Pay Advisory Vote on Named Executive Officer Compensation

In 2016, we provided our stockholders with their first advisory (non-binding) vote on our executive compensation program as an independent public company (a “say-on-pay” vote). At our 2016 annual meeting of stockholders (the “2016 Annual Meeting”), we received more than 95% support of the votes cast on our say-on-pay proposal. In addition, following the 2016 Annual Meeting in the fall of 2016, we engaged in proactive outreach efforts with major institutional investors holding approximately 40% of our common stock about various corporate governance and executive compensation-related issues.

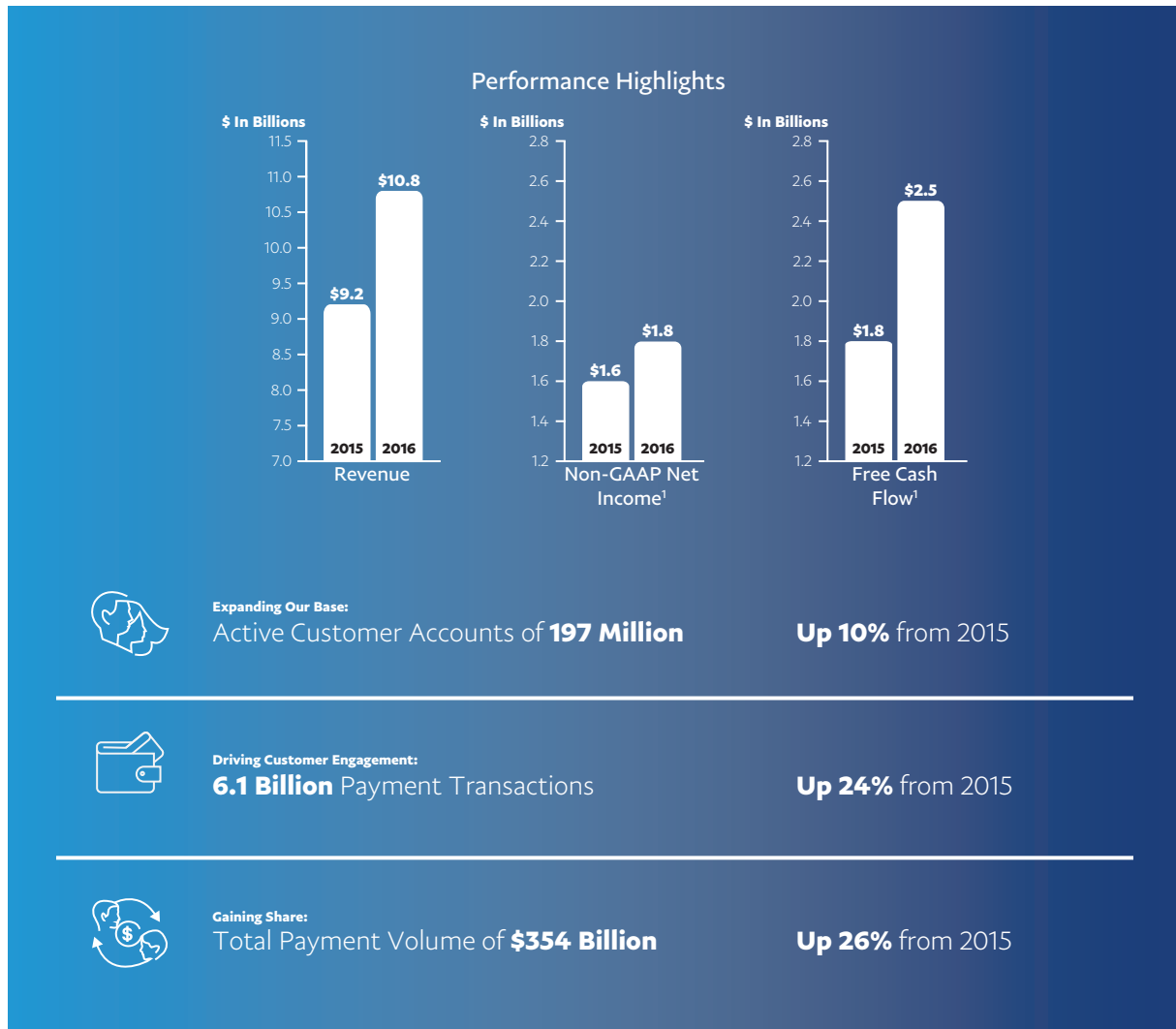
After considering our 2016 say-on-pay voting results as well as the positive feedback received during our stockholder engagement efforts, the Committee determined that it was appropriate to maintain the core design of our 2016 executive compensation program and did not make any changes to the Company’s executive compensation program in response to the 2016 say-on-pay voting results and stockholder engagement feedback. The Committee will continue to consider future say-on-pay votes and investor feedback when considering and making decisions relating to our executive compensation program, policies, and practices.

Pay for Performance

Our key executive compensation guiding principle continues to be closely aligning the compensation of our executives with the creation of long-term value for our stockholders by tying a significant portion of their target total direct compensation opportunity to our performance.

2016 Performance Highlights

2016 was a year of significant financial and operational accomplishments for PayPal. Since the Separation, we have focused on the long-term growth of our business by executing a broad transformation of our culture and business model to support customer choice and strengthening strategic partnerships across the ecosystem. The following summarizes our key financial and operational performance results for 2016. We use certain of these key metrics as the performance measures in our incentive compensation program and believe these measures help to align the interests of our executives with those of our stockholders.



¹Non-GAAP net income and free cash flow are two of the performance metrics used in our incentive compensation program. Non-GAAP net income and free cash flow are not financial measures prepared in accordance with generally accepted accounting principles (“GAAP”). For information on how we compute these non-GAAP financial measures and a reconciliation to the most directly comparable financial measures prepared in accordance with GAAP, please refer to the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section beginning on page 47 of our 2016 Annual Report on Form 10-K filed with the SEC on February 8, 2017.

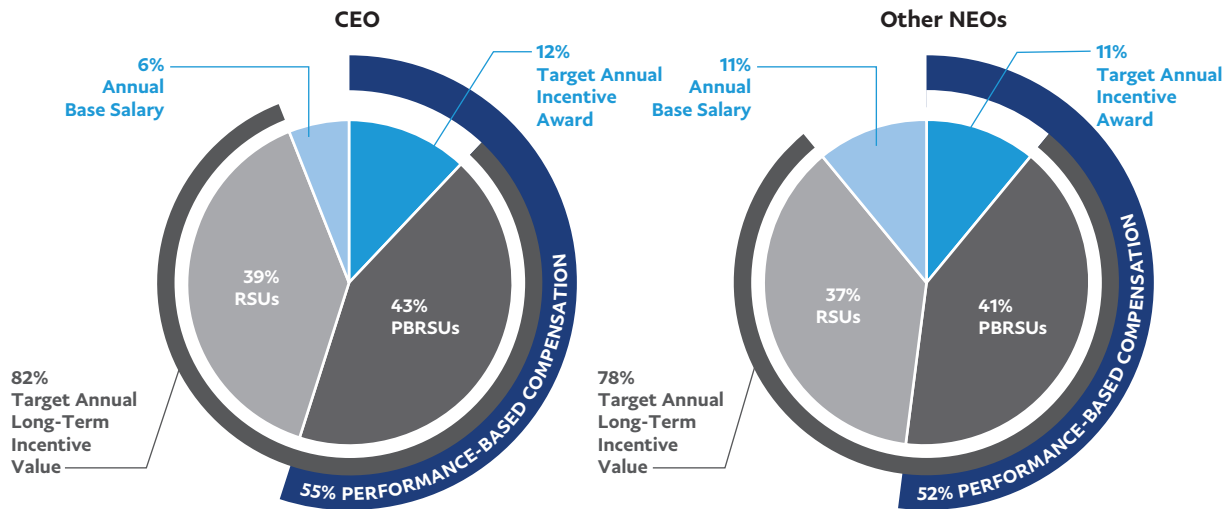
In addition to our strong financial and operational results, we also achieved the following in 2016:

- Our total stockholder return for 2016 reflected a 9% year-over-year increase in stockholder value, determined based on our closing stock prices on December 31, 2015 and December 30, 2016.
- As part of our vision of being a true Customer Champion and supporting customer choice, we forged a series of transformative strategic partnerships with networks, financial institutions, technology companies, and mobile carriers.
- Mobile-first products like Venmo, Xoom and Braintree drove mobile payment volume of over \$100 billion, a 55% increase compared to the prior year.
- We saw strong growth in peer-to-peer (P2P) payments, with P2P payment volume of \$64 billion for the year, a 57% increase compared to the prior year.

Linking 2016 NEO Compensation to Performance

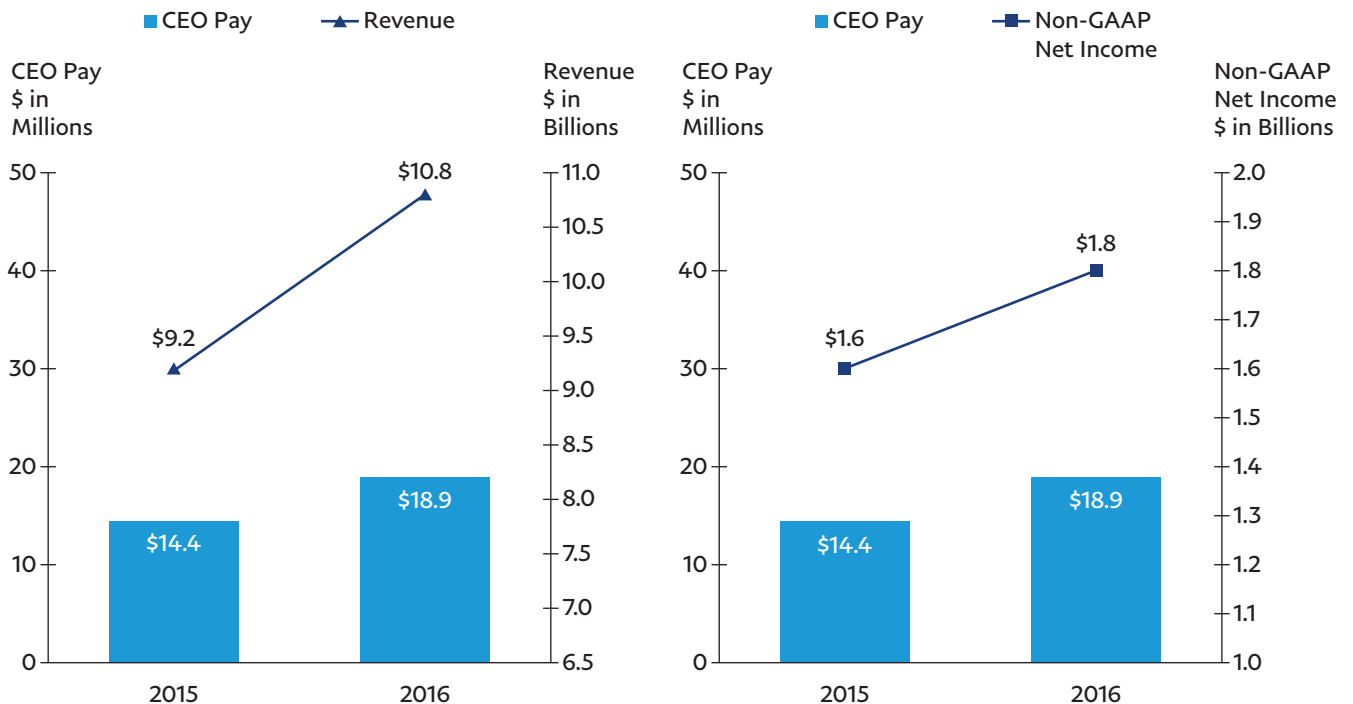
We believe that our executive compensation program was effective at incentivizing results in 2016 by appropriately aligning pay and performance. The following charts show the 2016 Target Total Direct Compensation mix for our CEO, Mr. Schulman, and the average Target Total Direct Compensation mix for our other NEOs. Target Total Direct Compensation is the sum of (i) earned 2016 base salary, (ii) target 2016 annual incentive award and (iii) target annual long-term incentive award (based on grant date fair values).

Target Total Direct Compensation Mix



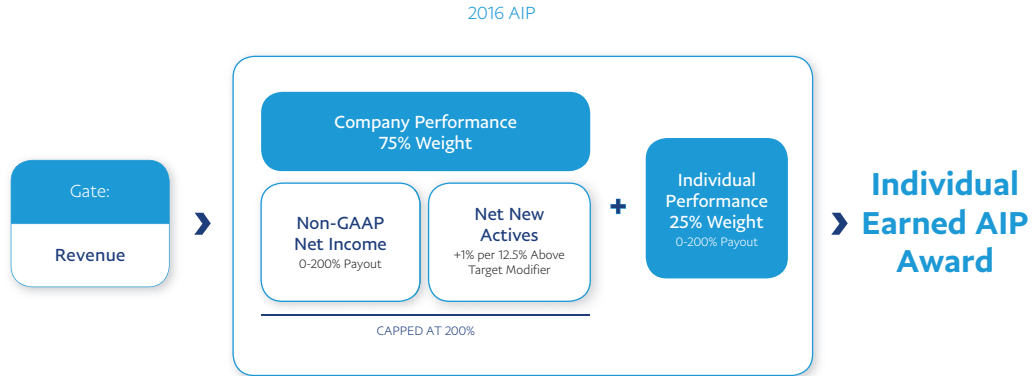
The following chart demonstrates the alignment between two of the key metrics used to determine and inform our compensation decisions and CEO Pay (as shown in the “2016 Summary Compensation Table”) during 2016 and 2015.

Revenue Relative and Non-GAAP Net Income Relative to CEO Pay



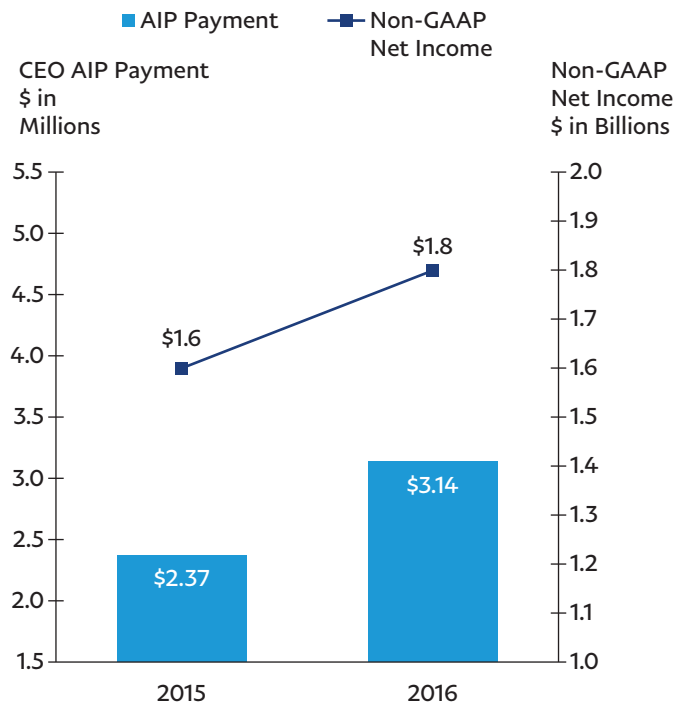
2016 Incentive Pay Outcomes Are Aligned with Performance—Annual Incentive Award Program

Our NEOs earned annual incentive awards (bonuses) under the 2016 annual incentive award program (the “2016 AIP”), which is our annual bonus program for eligible employees adopted pursuant to the PayPal Employee Incentive Plan. Under the 2016 AIP, Revenue serves as the “gate,” or the funding performance target. Assuming the funding performance threshold is achieved, Non-GAAP Net Income is the primary performance measure that establishes the payment with respect to the financial component, with “Net New Actives” (as defined below in “Compensation Framework – Incentive (Performance-Based) Compensation for 2016 – Annual Incentive Award Program – Company Performance Measures) serving as a financial performance measure modifier. The 2016 AIP weights the Company performance component at 75% and the individual performance component at 25% for our NEOs.



In early 2017, the Committee approved funding 2016 annual incentives under the 2016 AIP based upon our exceeding the pre-established threshold level of Revenue (the “2016 AIP Funding Threshold”). The Committee then approved specific awards of these annual incentives based upon Company performance with regard to Non-GAAP Net Income, “Net New Actives” performance, and each executive’s individual performance, as further discussed under “Compensation Framework – Incentive (Performance-Based) Compensation for 2016 – Annual Incentive Award Program.” Based on these results, the Committee determined that the Company performance component of the 2016 AIP payout was 151% of target.

The Committee set the 2016 Non-GAAP Net Income target levels in consideration of anticipated performance and within the guidance range provided to the market in early 2016. We experienced significant growth during the year and, accordingly, the 2016 AIP payments were higher than the 2015 annual incentive payments, primarily due to our strong financial and operational performance. The link between our financial performance and our CEO's annual incentive payment is illustrated in the following graph, which shows how his annual incentive payments for 2016 and 2015 varied based on our Non-GAAP Net Income performance.



2016 Incentive Pay Outcomes Are Aligned with Performance—Performance-Based Restricted Stock Units (“PBRsUs”)
 Our 2016 performance impacted the payments of the PBRsUs that were granted to our NEOs prior to the Separation for the 2015-2016 performance period (the “2015-2016 PBRsUs”). Based on eBay’s historical practice, the 2015-2016 PBRsUs are subject to an additional service-based vesting requirement if we met or exceeded pre-established financial performance target levels with respect to FX-Neutral Revenue, Non-GAAP Operating Margin Dollars, and Return on Invested Capital during the performance period. For purposes of the 2015-2016 PBRsUs, we exceeded the Return on Invested Capital and Non-GAAP Operating Margin Dollars threshold levels and the FX-Neutral Revenue target level, resulting in a payout of 104% of the target number of PBRsUs awarded. These PBRsUs were granted as service-based Restricted Stock Units (“RSUs”) on March 1, 2017. For Messrs. Barel and Ready and Ms. Pentland, the resulting RSUs were immediately vested as to 50% of the underlying shares awarded, with the remaining 50% subject to an additional one-year service-based vesting requirement from the RSU grant date. For Messrs. Schulman and Rainey, 100% of the underlying shares awarded are subject to an additional one-year service-based vesting requirement from the RSU grant date.

Even though our financial and operational performance were generally stronger in 2016 than in 2015, the PBRsU payouts were approximately the same compared with 2015, due to the design of the two-year performance period, which effectively balanced our one-year and two-year financial and operational objectives.

Key Compensation Policies and Practices

We are committed to having strong governance standards with respect to our executive compensation program, policies, and practices. Consistent with this focus, we maintain the following policies and practices that we believe demonstrate our commitment to executive compensation best practices.

What We Do

Pay for Performance	✓	The majority of our NEOs' 2016 Target Total Direct Compensation was performance-based.
Clawback Policy	✓	Our NEOs are subject to a clawback policy, which permits the Committee to require forfeiture or reimbursement of incentive compensation, including any cash incentive award, equity award, or equity-based award paid or awarded to the NEO during the period in which he or she is subject to the policy, if (i) an action or omission by the NEO constitutes a material violation of our Code of Business Conduct; (ii) an action or omission by the NEO results in material financial or reputational harm to the Company; or (iii) a material restatement of all or a portion of our financial statements is the result of a supervisory or other failure by the NEO.
Meaningful Stock Ownership Guidelines	✓	Our stock ownership guidelines align the long-term interests of our NEOs and non-employee directors with those of our stockholders and discourage excessive risk-taking. Our guidelines require stock ownership levels as a value of our shares of common stock equal to a multiple of base salary (6x for CEO, 3x for EVPs, and 2x for all other SLT executives) or annual retainer (5x for non-employee directors), and include stock retention requirements for executive officers until the required ownership levels are reached.
Prohibition of Hedging and Pledging Transactions	✓	Our insider trading policy prohibits members of our Board and NEOs from (i) entering into any hedging or monetization transactions relating to our securities or otherwise trading in any instrument relating to the future price of our securities or (ii) pledging our common stock as collateral for any loans.
Multi-Year Vesting Schedule Requirement	✓	To reinforce a culture in which our NEOs remain focused on our long-term success, our equity compensation plan provides that awards (other than stock options and stock appreciation rights) will vest over a minimum period of three years (or one year if the awards are subject to performance goals), with limited exceptions.
Independent Compensation Consultant	✓	The Committee engages its own independent compensation consultant to advise on executive and non-employee director compensation matters.
Annual Risk Assessment	✓	Based on our annual risk assessment, we have concluded that our compensation program does not present any risk that is reasonably likely to have a material adverse effect on PayPal.
Annual Comparator Peer Group Review	✓	The Committee, with the assistance of its compensation consultant, reviews the makeup of our comparator peer groups annually and makes adjustments to the composition of the groups as it deems appropriate.
Annual Say-on-Pay Vote	✓	We conduct an annual advisory (non-binding) vote on the compensation of the NEOs (a "say-on-pay" vote). At our 2016 Annual Meeting, more than 95% of the votes cast on the say-on-pay proposal were voted in favor of the 2015 compensation of the NEOs.
Investor Engagement	✓	In addition to the annual say-on-pay vote on NEO compensation, we are committed to ongoing engagement with our investors on executive compensation and governance matters. These engagement efforts take place through telephone calls, in-person meetings and correspondence with our investors.

What We Don't Do

No Excise Tax Gross-Ups on Severance Payments	X	We do <u>not</u> provide our NEOs with any gross-ups or other payment or reimbursement of excise taxes on severance or other payments in connection with a change in control of PayPal.
No "Single-Trigger" CIC Payments and Acceleration of Equity Awards	X	We do <u>not</u> make "single-trigger" change in control payments or maintain any plans that require single-trigger change in control acceleration of equity awards to our NEOs upon a change in control of PayPal.
No Tax Gross-Ups on Perquisites	X	We do <u>not</u> provide our NEOs with tax gross-ups or other payment or reimbursement on perquisites, other than in limited circumstances for business-related relocations and international business travel-related benefits that are under our control, at our direction and deemed to benefit our business operations.
No Continuation of Fringe Benefits	X	We do <u>not</u> continue executive fringe benefits to our NEOs following a termination of employment under our severance and change in control arrangements.
No Discounting of Stock Options or Repricing of Underwater Options	X	We expressly <u>prohibit</u> the discounting of stock options and the repricing of underwater stock options without stockholder approval under our equity compensation plan.

Compensation Framework

INCENTIVE (PERFORMANCE-BASED) COMPENSATION FOR 2016

When deciding the target amount and form of each element of compensation for each of our NEOs, the Committee took into account the size and complexity of the NEO's position and business unit or function, as well as the following factors (the "Incentive Compensation Factors"):

- performance against financial performance measures;
- defining business unit or function strategy and roadmaps, and executing against them;
- organizational development, including hiring, development and retention for each business unit or function;
- leadership;
- improving and supporting innovation and execution for the business unit or function;
- negotiating, closing and integrating or implementing acquisitions, dispositions, and/or strategic partnerships; and
- achievement of strategic and operational objectives, and executing against budgets.

No specific weightings were assigned to these Incentive Compensation Factors; instead, individual performance was evaluated based on a holistic and subjective assessment of each individual NEO's performance against these factors.

Annual Incentive Award Program

The 2016 AIP provides our NEOs with the opportunity to earn annual incentive compensation based on Company performance and each executive's individual performance.

The Committee believes that it is important to have our executives' annual incentives tied to our overall performance, with individual compensation differentiated based on individual performance.

Target Incentive Amounts

The 2016 annual incentive target percentage (expressed as a percentage of base salary) for each NEO was determined (i) with reference to the Committee's assessment of data from public filings of our peer group companies and general industry data for comparable technology companies that were included in proprietary third-party surveys (the specific identity of respondents of which are not provided to the Company); (ii) based on each NEO's position within the Company and (iii) the Incentive Compensation Factors. For 2016, the Committee (i) increased Mr. Barel's target annual cash incentive opportunity from 65% to 75% of base salary based on its consideration of his prior contributions, the importance of his role in our organization, and to maintain internal equity among similarly situated executives and (ii) increased Mr. Ready's target annual cash incentive opportunity from 65% to 100% due to his expanding role and responsibilities, which led to his promotion to Executive Vice President, Chief Operating Officer later in the year.

The following table sets forth the 2016 AIP target annual cash incentive opportunities (the "Target Incentive Amount") for each of our NEOs, expressed (i) as a percentage of 2016 base salary and (ii) in dollars.

Name	Annual Incentive Target as Percentage of Base Salary ¹	Target Incentive Amount (in Dollars) ²
Daniel H. Schulman	200%	\$2,000,000
John D. Rainey	100%	\$ 650,000
Tomer Barel	75%	\$ 370,612
A. Louise Pentland	100%	\$ 620,846
William Ready	100%	\$ 580,000

¹ The Target Incentive Amount is based on the eligible earnings paid in 2016.

² The amount reported for Mr. Barel's Target Incentive Amount is 75% of his 2016 base salary, converted from New Israeli Shekels ("NIS") to U.S. dollars ("USD") at an exchange rate of 1 NIS to 0.267 USD.

Company Performance Measures

In early 2016, the Committee set the Company performance measures under the 2016 AIP for our NEOs to create a strong link between Company performance and incentive payouts, as described in the following table.

Measure	Definition	Purpose
Revenue	Revenue, as reported in our Annual Report on our Form 10-K.	The Committee believes that a Revenue threshold (or “gate”) should be included to ensure that no cash incentive is paid if future income may be impaired by insufficient revenue growth.
Non-GAAP Net Income	“Non-GAAP Net Income” excludes certain items, primarily stock-based compensation expense and related employer payroll taxes, amortization of acquired intangible assets, impairment of goodwill, Separation expenses, certain one-time gains, losses and/or expenses, and income taxes related to these items. Non-GAAP Net Income is calculated quarterly, is publicly disclosed as part of our quarterly earnings releases, and is a basis of third-party analysts’ estimates of our performance.	The Committee believes that Non-GAAP Net Income is a key measure of our short-term and intermediate-term results given that it can be directly affected by the decisions of our management and provides a widely followed measure of financial performance for our industry. The Committee also believes that the Non-GAAP Net Income measure should serve as the primary funding mechanism for the plan only if the minimum Revenue threshold is met.
Net New Actives	Measures the net change in the number of organic active customer accounts compared to the prior period, in this case 2016 compared to 2015. Net New Actives (“NNA”) excludes the impact of any mergers and acquisitions.	The Committee believes that measuring NNA reinforces the critical importance of growing our customer base to build for the future. As with Non-GAAP Net Income, the Committee believes that this measure should apply only if the minimum Revenue threshold is met.

The Committee determined that the 2016 AIP should contain a minimum Revenue threshold (the “2016 AIP Funding Threshold”) to permit the funding of the plan and a minimum Non-GAAP Net Income threshold to govern the performance necessary to commence payouts. If both thresholds were met, total Non-GAAP Net Income would be applied as the primary determinant of the payout for the 2016 AIP, with the Company performance payout level ranging from 50% at the minimum Non-GAAP Net Income level to 200% at the maximum Non-GAAP Net Income level. The NNA operational performance metric served as a modifier to adjust the Company performance payout 1 percentage point for every 12.5%, or 2 million, of NNA above the budgeted target. The Company performance payout level may not exceed 200% of target. If the 2016 AIP was funded, 75% of the Target Incentive Amount would be based on our Non-GAAP Net Income financial performance as measured against the pre-established performance levels and the NNA modifier, and the remaining 25% of the Target Incentive Amount would be based on individual performance.

The following table shows the (i) threshold, (ii) target and (iii) maximum performance levels established by the Committee for the 2016 AIP, which were set in the first quarter of 2016 based primarily on our approved budget for the year, (iv) the actual performance levels achieved in 2016, and (v) the resulting Company Performance Score, defined as a payout percentage based on our performance as measured against these pre-established performance levels.

Company Measure ¹	Threshold	Target	Maximum	2016 Actual	Percentage of Target Achieved ²
Revenue	\$9.86	N/A	N/A	\$10.84	N/A
Non-GAAP Net Income	\$1.68	\$1.76	\$1.89	\$1.83	150%
Net New Actives		16		18	1%
Company Performance Score					151%

¹ Revenue and Non-GAAP Net Income numbers are shown in billions and NNA is shown in millions.

² After the end of each year, our actual performance is compared to the performance measures to determine the payout level of the company performance portion of the annual incentive program, subject to Committee—approved variations due to material events not contemplated at the time the target levels were established (such as major acquisitions) and the Committee’s negative discretion. For 2016, the Committee made no adjustments to Revenue, Non-GAAP Net Income or NNA.

Individual Performance Measures

To facilitate differentiation based on individual performance, 25% of the Target Incentive Amount for our NEOs was based on individual performance (the “Individual Performance Score”). To determine each NEO’s Individual Performance Score, which could range from 0% to 200%, Mr. Schulman presented to the Committee his assessment of each NEO’s individual performance following the end of 2016, and the Committee assessed Mr. Schulman’s individual performance with respect to one or more individual performance factors (collectively, the “Performance Factors”).

The Performance Factors related specifically to each executive officer's job function and generally encompassed the following items for each executive officer:

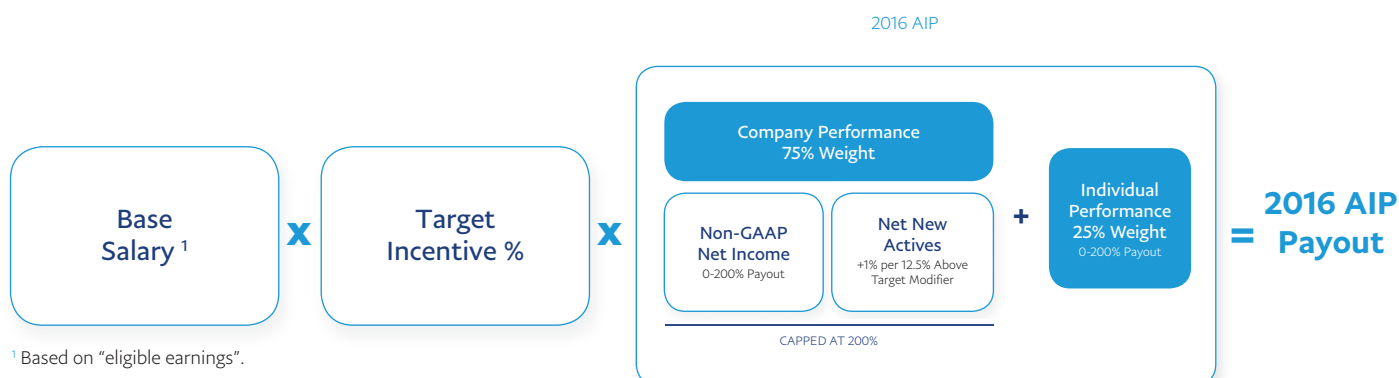
NEO	Performance Factors
Daniel H. Schulman	<ul style="list-style-type: none"> • Maintained and strengthened industry leadership position and brand as independent company • Recruited world class executive management team and created a culture to enable PayPal to attract and retain top talent • Created a clear mission and vision for PayPal to appropriately position PayPal within the industry as being a true Customer Champion and supporting customer choice • Adopted and implemented a set of values and core beliefs for PayPal to drive cultural change and create an environment centered on collaboration, innovation, wellness, and inclusion
John D. Rainey	<ul style="list-style-type: none"> • Executed financial plans designed to meet or exceed expectations for growth, margin, and cash flow targets • Implemented programs and processes to facilitate cost savings and operational efficiencies • Managed corporate capital allocation decisions consistent with creation of stockholder value • Led efforts to further enhance control environment and maintained high level of integrity over financial reporting • Led effective investor relations activities and external guidance process
Tomer Barel	<ul style="list-style-type: none"> • Led initiatives to develop and deploy automated risk management and fraud detection solutions • Refined all aspects of risk management of PayPal, including enterprise, regulatory, credit, and financial risks
A. Louise Pentland	<ul style="list-style-type: none"> • Led compliance with financial and regulatory requirements • Led corporate governance initiatives to reflect best practices • Provided effective legal support related to acquisitions and integration and strategic partnerships
William Ready	<ul style="list-style-type: none"> • Led PayPal's efforts in forging new strategic partnerships and strengthening existing relationships with leading technology companies, as part of our vision of being a true Customer Champion and supporting customer choice • Led product strategy as a core competency of the business

In determining the Individual Performance Score for each NEO, Mr. Schulman and the Committee did not place specific weightings on the Performance Factors, but performed a holistic and subjective assessment of each individual executive officer's Performance Factors, taking into account the relative importance to us of each Performance Factor. Mr. Schulman recommended to the Committee each NEO's Individual Performance Score other than his own.

The Committee then made a final determination, in its sole discretion, as to the Individual Performance Score for each NEO after considering Mr. Schulman's recommendations (other than with respect to himself), reviewing the individual's performance with respect to the Performance Factors, and considering its own observations and assessments of each NEO's and Company's performance. The Committee approved the Individual Performance Scores as recommended by Mr. Schulman for Messrs. Rainey, Barel and Ready and Ms. Pentland of 150%, 150%, 175% and 150%, respectively. For Mr. Schulman, the Committee approved an Individual Performance Score of 175%.

2016 AIP Payout

The actual amount of an NEO's 2016 AIP award was determined by the following formula:



¹ Based on "eligible earnings".

Because the 2016 AIP Funding Threshold was met in 2016, the 2016 AIP was funded. The following table shows the 2016 AIP Payout for each NEO.

NEO	Target Incentive Amount (in Dollars) ¹	x	(a) 75% (Company Performance Score)	+	(b) 25% (Individual Performance Score)	=	2016 AIP Payout
Daniel H. Schulman	\$2,000,000		151%		175%		\$3,140,000
John D. Rainey	\$ 650,000		151%		150%		\$ 979,875
Tomer Bare ²	\$ 370,612		151%		150%		\$ 558,698
A. Louise Pentland	\$ 620,846		151%		150%		\$ 935,926
William Ready	\$ 580,000		151%		175%		\$ 910,600

¹ The Target Incentive Amount is based on the eligible earnings paid in 2016.

² The amount reported for Mr. Bare's 2016 AIP Payout was converted from NIS to USD at an exchange rate of 1 NIS to 0.267 USD.

2017 AIP

For 2017 (the "2017 AIP"), the Committee approved a revised annual incentive design under the PayPal Employee Incentive Plan. The 2017 AIP retains the Revenue "funding" threshold, but includes both Revenue and Non-GAAP Operating Margin as equally weighted Company performance measures that will be the primary determinants of the Company performance component. The 2017 AIP also retains the NNA operational performance metric as an adjustment to the Company performance component. In addition, the Committee approved granting the Company performance portion of the 2017 AIP in the form of PBRsUs, with a one-year performance period (January 1, 2017 to December 31, 2017), pursuant to the terms of the PayPal Employee Incentive Plan and the 2015 PayPal Holdings, Inc. Equity Incentive Award Plan, as amended and restated. The awards were granted in mid-February 2017 and will vest, upon the one-year anniversary of the annual incentive award cycle grant date, subject to and based on Company performance and continued employment through the vesting date. The Committee believes that delivering the Company performance portion of the 2017 AIP in equity further reinforces and strengthens the pay for performance linkage between the NEOs and stockholders, without adding to the Target Total Direct Compensation of our NEOs.

Long-Term Incentive Components**Long-Term Incentive Award Type and Annual Target Value**

In making its determination on the long-term incentive ("LTI") annual target value for 2016, the Committee set equity award guidelines and target levels of individual awards by position based on the following:

- equity compensation practices of technology companies in our peer group, as disclosed in their public filings (see "Use of Peer Group Comparisons" below for our 2016 peer group) and in proprietary third-party surveys (the specific identity of respondents of which are not provided to the Company);
- individual performance and potential; and
- need for individual retention incentives.

Based on these guidelines, the Committee approved the following annual target values for the 2016 LTI awards for the NEOs:

NEO	2016 LTI Grant Value
Daniel H. Schulman ¹	\$13,000,000
John D. Rainey ²	\$ 4,000,000
Tomer Barel ³	\$ 3,000,000
A. Louise Pentland ⁴	\$ 4,000,000
William Ready ⁵	\$ 4,500,000

¹For 2016, the Committee approved increasing Mr. Schulman's LTI annual target value due in part to his pay relative to the competitive compensation data, his extraordinary efforts in connection with the Separation, his leadership of the Company and resulting Company performance following the Separation.

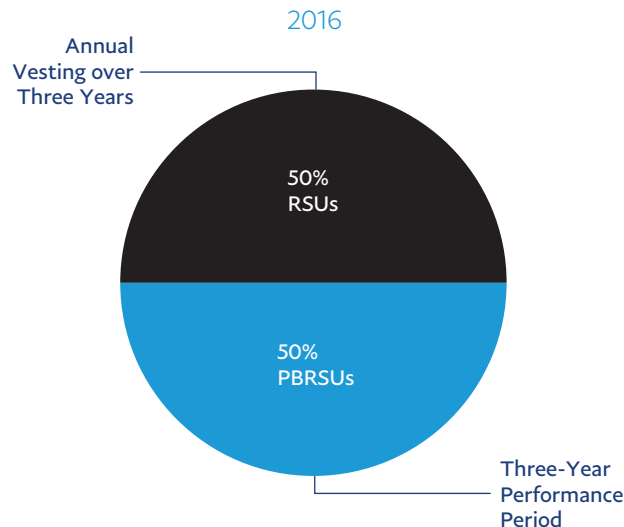
²Mr. Rainey's LTI annual target value decreased from 2015 to maintain internal equity among similarly situated executives.

³Mr. Barel's LTI annual target value increased from 2015 due to the increase in his responsibilities and his pay relative to internal and external peers.

⁴Ms. Pentland's LTI annual target value increased from 2015 due to her expanding role and responsibilities, which led to a promotion to Executive Vice President, Chief Business Affairs and Legal Officer later in the year.

⁵Mr. Ready's LTI annual target value increased from 2015 due to his expanding role and responsibilities, which led to his promotion to Executive Vice President, Chief Operating Officer later in the year.

While eBay historically used stock options as a component of its LTI program, the Committee eliminated stock options from the 2016 LTI program in favor of equally-weighted full-value equity awards. This change, which reflects trends among our peer group, resulted in a restructured mix of long-term incentive grant value for our executive officers consisting of 50% PBRsUs and 50% RSUs.



Accordingly, once the annual target values for the 2016 LTI awards had been set for each NEO, the grant value was allocated equally among PBRsUs and service-based RSUs, resulting in the number of shares of our common stock subject to such awards, as shown in the table below:

NEO	2016 Target PBRsUs ¹	2016 RSUs ²
Daniel H. Schulman	178,469	163,667
John D. Rainey	54,914	50,359
Tomer Barel	41,186	37,770
A. Louise Pentland	54,914	50,359
William Ready	61,778	56,654

¹The target number of PBRsUs was determined by dividing the USD value of the award by the Average Company Closing Price (i.e., the average of the closing prices of Company common stock for a period of 10 consecutive trading days prior to the grant date). The PBRsUs were granted on March 1, 2016.

²The number of RSUs granted was determined by dividing the USD value of the award by the Average Company Closing Price. The RSUs were granted on April 1, 2016.

The following describes the two components of our 2016 LTI program: performance-based restricted stock units and service-based restricted stock units.

Performance-Based Restricted Stock Units (PBRsUs)

In January 2016, the Committee approved the structure for the PBRsUs granted in 2016. To emphasize the importance of long-term, sustained strategic growth, the Committee approved a three-year performance period with each award to be settled for the number of shares earned pursuant to the award following the end of the performance period, subject to the Committee's approval of the level of achievement against the pre-established performance targets (the "2016-2018 PBRsUs").

PERFORMANCE MEASURES AND RATIONALES

The Committee approved the 2016-2018 PBRsU performance metrics to focus on the compound annual growth rates ("CAGR") of (i) FX-Neutral Revenue and (ii) Free Cash Flow, as equally-weighted metrics. The Committee believes that CAGR is an appropriate performance measure as it is consistent with our long-term goal of growing our revenue and free cash flow.

The following table summarizes the performance measures for the 2016-2018 PBRsUs and the Committee's rationale for their selection:

Measure/Weighting	Definition	Purpose
FX-Neutral Revenue CAGR (50% weighting)	Calculated on a fixed foreign exchange basis (referred to as "FX-Neutral")	The Committee believes that the FX-Neutral Revenue measure should be used to help ensure that our executive officers are accountable for driving profitable growth, and making appropriate tradeoffs between investments that increase operating expense and future growth in revenue.
Free Cash Flow CAGR (50% weighting)	"Free Cash Flow" is defined as "Net cash provided by operating activities" less "Property and equipment, net" as reported in our Annual Report on Form 10-K for each year during the performance period.	The Committee believes that the Free Cash Flow measure should be used to emphasize the cash generation capability of the business necessary to finance its continued growth and investment requirements, while positioning us to take advantage of inorganic growth opportunities.

PBRsU MECHANICS AND TARGETS

The targets established for the three-year performance period were set at a level consistent with the medium term outlook provided to the investment community. When the Committee set the target levels for the 2016-2018 PBRsUs, they were intended to be challenging but attainable based on anticipated market growth over the performance period, and to provide appropriate incentives for management to continue to grow our business. The Committee believes that achievement of maximum performance against the target levels would require sustained exceptional corporate performance over the performance period.

To earn any of the shares of our common stock subject to the PBRsUs, at least one of the FX-Neutral Revenue CAGR or Free Cash Flow CAGR performance thresholds must be met. Each of the performance thresholds for FX-Neutral Revenue CAGR and Free Cash Flow CAGR is independent, and if either threshold is met, the award is earnable with respect to that performance measure in accordance with the percentages shown in the table below. If the performance threshold for either FX-Neutral Revenue CAGR or Free Cash Flow CAGR is not met, then there is no payout attributable to that performance measure.

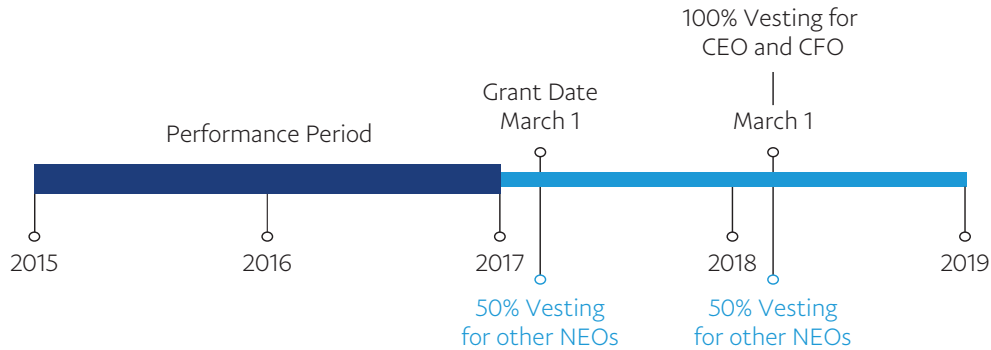
The following chart shows the minimum, target, and maximum levels for FX-Neutral Revenue CAGR and Free Cash Flow CAGR (linear interpolation applies to performance between threshold, target and maximum, with no funding for performance below threshold):

	Threshold	Target	Maximum
FX-Neutral Revenue CAGR (50% weighting)	50% Payout	100% Payout	200% Payout
Free Cash Flow CAGR (50% weighting)	50% Payout	100% Payout	200% Payout

SETTLEMENT OF PREVIOUSLY AWARDED 2015-2016 PBRsUs

In 2015, the NEOs were granted PBRsUs subject to a two-year performance period (the "2015-2016 PBRsUs"), which were designed to result in grants of RSUs with additional service-based vesting requirements if the Company met or exceeded specified financial performance criteria set by the eBay Compensation Committee. The amount and value of the award depended on our performance relative to the target levels approved by the eBay Compensation Committee prior to the Separation.

For purposes of the 2015-2016 PBRsUs, assuming above-threshold performance, the NEOs would receive service-based RSUs following the conclusion of the two-year performance period. 100% of any PBRsU awards granted to Mr. Schulman and Mr. Rainey, as CEO and CFO of PayPal on the award date, will vest in March 2018, one year after the grant of the service-based RSUs is made following the end of the two-year performance period, subject to continued employment through the vesting period. This vesting schedule subjects 100% of Mr. Schulman’s and Mr. Rainey’s 2015-2016 PBRsU awards to a full three years of stock price volatility before the shares vest. For the other NEOs, 50% of the service-based RSUs vest in March 2017 and the remaining 50% vest in March 2018, more than one full year following the completion of the performance period. The eBay Compensation Committee believed that the post-performance period service-based feature of the PBRsUs provided an important mechanism that helped to retain and further align our NEOs’ interests with long-term stockholder value creation.



The payout of the 2015-2016 PBRsUs was based on Company performance measures and results over the two-year performance period ending December 31, 2016. The 2015 and 2016 performance measures and related target levels were set by the eBay Compensation Committee prior to the Separation and related solely to the performance of PayPal rather than the combined performance of PayPal and eBay. If PayPal performance met the target performance level, the target number of shares of our common stock subject to the PBRsUs would be earned and granted as RSUs. If PayPal performance exceeded or fell short of the target performance levels, the number of PBRsUs earned and granted as RSUs would be increased or decreased formulaically.

The following chart shows the minimum, target, and maximum levels for FX-Neutral Revenue and Non-GAAP Operating Margin Dollars and the Return on Invested Capital modifier (linear interpolation applies to performance between threshold, target and maximum, with no funding for performance below threshold):

	(50% x FX-Neutral Revenue)	+	(50% x Non-GAAP Operating Margin Dollars)	x	Return on Invested Capital (Modifier)
Threshold	25%		25%		80%
Target	50%		50%		100%
Maximum	100%		100%		120%

The target award was multiplied by the percentage resulting from this calculation to determine the actual number of PBRsUs awarded, subject to variation due to material events not contemplated at the time the targets were set (such as major acquisitions) and to the Committee’s negative discretion. Accordingly, PBRsU awards may range from 0% to 240% of the target award based on FX-Neutral Revenue, Non-GAAP Operating Margin Dollars, and Return on Invested Capital for the two-year performance period.

The following table shows the target levels for FX-Neutral Revenue, Non-GAAP Operating Margin Dollars and Return on Invested Capital set by the eBay Compensation Committee at the beginning of the 2015-2016 performance period, the actual results for each of these measures, and the percentage of target achieved.

Importantly, the performance targets for the 2015-2016 PBRsUs were based solely on PayPal performance as an independent company rather than the combined performance of PayPal and eBay. Accordingly, the performance targets reflect decreases from the 2014-2015 PBRsU performance targets, which included the combined eBay/PayPal businesses prior to the Separation.

Measure ¹	Threshold	Target	Maximum	Actual ²	Percentage of Target Achieved
FX-Neutral Revenue	\$ 18.51	\$ 19.90	\$ 21.89	\$20.24 ³	117%
Non-GAAP Operating Margin Dollars	\$ 4.03	\$ 4.24	\$ 4.58	\$ 4.22 ³	96%
Return on Invested Capital	16.3%	20.4%	24.5%	19.9%	98%
Total 2015-2016 PBRsU Earnout					104%

¹FX-Neutral Revenue and Non-GAAP Operating Margin Dollars are shown in billions.

²Actual performance represents aggregate PayPal performance for 2015 and 2016.

³As part of its review of the Company's performance against its targets, the Committee considered whether any significant corporate events not contemplated at the time the targets were set should lead to an adjustment of FX-Neutral Revenue or Non-GAAP Operating Margin Dollars results. The Committee concluded that the Company's FX-Neutral Revenue and Non-GAAP Operating Margin Dollars results should be adjusted to exclude items that are directly attributable to the Separation.

Restricted Stock Units

Our 2016 LTI awards also included service-based RSUs. For 2015 and prior periods, service-based RSUs generally vest in four equal installments on the first, second, third and fourth anniversaries of the grant date. As part of the overall design of the 2016 LTI program, the Committee approved a three-year annual vesting schedule for the 2016 service-based RSUs. The Committee believes that this change is consistent with trends among our peer group. This change also aligns the vesting period of the RSUs with the three-year performance period of the PBRsUs granted in 2016. Service-based RSUs have some value regardless of whether our stock price increases or decreases and therefore help to secure and retain executive officers and provide an appropriate incentive to remain with us during the vesting period.

OTHER COMPENSATION ELEMENTS

Base Salary

At the beginning of each year, the Committee meets to review and approve each executive officer's base salary for the year after considering competitive market data and the individual factors described above. For 2016, the Committee assessed competitive market data on base salaries from public filings of our peer group companies and general industry data for comparable technology companies that are included in proprietary third-party surveys (the specific identity of respondents of which are not provided to the Company). The Committee also considered individual factors such as individual performance, levels of responsibility, breadth of knowledge, and prior experience in their evaluation of base salary adjustments.

The table below shows the base salary for each NEO for 2016.

NEO	Base Salary for 2016	Base Salary for 2015
Daniel H. Schulman	\$1,000,000	\$1,000,000
John D. Rainey	\$ 650,000	\$ 650,000
Tomer Barel ¹	\$ 500,000	\$ 381,000
A. Louise Pentland	\$ 625,000	\$ 610,000
William Ready ²	\$ 650,000	\$ 400,000

¹For 2016, the Committee increased Mr. Barel's annual base salary by approximately 31% due to his increasing responsibilities, which led to his promotion later in the year to Executive Vice President, Chief Risk and Data Officer.

²For 2016, the Committee increased Mr. Ready's annual base salary by approximately 62.5% due to his increasing responsibilities, which led to his promotion later in the year to Executive Vice President, Chief Operating Officer.

"Make-Whole" Payments

Mr. Schulman

As part of his employment agreement, which was entered into by the eBay Compensation Committee prior to the Separation, Mr. Schulman was eligible to receive a "make-whole" payment in the amount of \$1,300,000 in February 2016 in recognition of forfeited equity awards with his former employer, which had been subject to his continued employment with us through the payment date.

Mr. Rainey

Mr. Rainey commenced employment with us in August 2015 as our Senior Vice President, Chief Financial Officer. Pursuant to the terms of his offer letter, in recognition of a forfeited bonus payment and forfeited equity awards with his former employer, Mr. Rainey received a “make-whole” payment in the amount of \$4,150,000 on March 4, 2016, which had been subject to his continued employment with us through the payment date.

Further, pursuant to the terms of his offer letter, in recognition of his forfeited equity awards with his former employer, Mr. Rainey will receive a second “make-whole” payment in the amount of \$2 million on or around February 28, 2017, subject to his continued employment with us through the payment date. These “make-whole” payments are subject to a clawback should Mr. Rainey’s employment be terminated for cause or should he resign without good reason prior to the second anniversary of his commencement of employment.

Deferred Compensation

The PayPal Holdings, Inc. Deferred Compensation Plan (“DCP”), our non-qualified deferred compensation plan, provides our U.S.-based executive officers a mechanism to defer compensation in excess of the amounts that are legally permitted to be deferred under our tax-qualified 401(k) savings plan (the “401(k) Plan”). Together, the 401(k) Plan and the DCP allow participants to set aside tax-deferred amounts. The Committee believes the opportunity to defer compensation is a competitive benefit that enhances our ability to attract and retain talented executives while building plan participants’ long-term commitment to the Company. The investment return on the deferred amounts is linked to the performance of a range of market-based investment choices made available pursuant to the plan. None of our NEOs participated in or had a balance in the DCP during 2016.

Other Benefits**Perquisites**

We provide certain executive officers with perquisites and other personal benefits that the Committee believes are reasonable and consistent with our overall executive compensation program and philosophy. These benefits are provided to help us attract and retain these executive officers. The Committee periodically reviews the levels of these benefits provided to our executive officers. In 2016, we offered the following perquisites to our NEOs:

Limited Personal Use of Corporate Airplane at Mr. Schulman’s Expense

Mr. Schulman was permitted to make limited personal use of our corporate aircraft for up to 50 hours per year; however, Mr. Schulman is required to reimburse us for any personal use of the aircraft pursuant to the terms of a lease arrangement for all trip related expenses and hourly direct operating costs, as permitted under federal aviation regulations. As a result of this reimbursement arrangement, Mr. Schulman’s personal use of the aircraft resulted in no additional cost to us in 2016.

Relocation Benefits

In circumstances where we are recruiting an executive candidate who would have to relocate to accept our job or promotion offer, we provide such individuals with relocation benefits to assist his or her relocation to the San Francisco Bay Area. We provide these executives with relocation assistance pursuant to our standard executive relocation program, which includes travel (including temporary commuting costs), shipping household goods, temporary housing and participation in a home sale program. We believe that these payments and reimbursements are business-related and are primarily to eliminate or lessen the expenses that the executive incurs as a direct result of our request.

Tax Equalization

Due to our global presence, it is at times necessary for us to request our international executives to travel extensively to the United States, away from their home country. In these circumstances, we provide these individuals with tax equalization benefits designed to equalize the income tax paid by them so that his or her total income and employment tax costs related to any earnings while working outside of their home country (including earnings related to the grant or vesting of equity-based awards) will be no more than an amount he or she would have paid had all of the earnings been taxable solely pursuant to the tax laws in his or her home country. The tax equalization benefits for our executives are consistent with our global mobility services program applicable to all employees that are temporarily relocated due to international assignments. We believe that these payments benefit us, are business-related and are primarily to eliminate or lessen the expenses that the executive incurs as a direct result of our request.

Security on Personal Travel

We maintain a comprehensive security policy, and as a component of this policy, we may determine that in certain circumstances, certain executives should be required to have personal security protection. Examples of such circumstances may be because a particular threat has been made against an executive or because he or she is on personal travel in a location in which he or she may be a particular target of criminal activity. We require that the executive accept such security protection because we believe it is in the interests of the Company and its stockholders that the executive not be vulnerable to security threats to the executive or members of his or her family while on personal travel. Determinations as to the imposition of security protection and the nature and logistics of that protection are made by our head of corporate security and reviewed quarterly by the Committee.

Severance and Change in Control Provisions

Each of the NEOs is eligible to receive payments and benefits in the event of a termination of employment, including a termination of employment in connection with a change in control of the Company (the “Executive Severance Provisions”), either through specific provisions included in individual agreements with the Company or substantially similar provisions provided under our SVP and Above Standard Severance Plan and Change in Control Severance Plan for Key Employees. Under the Executive Severance Provisions, an NEO is eligible to receive payments and benefits in certain terminations of employment, including without limitation, a termination of employment by the Company without cause or by the executive for good reason. No payments or benefits are provided under the Executive Severance Provisions if there is a change in control of the Company without an accompanying qualifying termination of employment (i.e., “single-trigger”). We do not provide any of the NEOs with excise tax “gross-ups” or other similar payments.

The Committee believes that these Executive Severance Provisions are essential to fulfill our objective to recruit, retain, and develop key, high-quality management talent in the competitive market because these arrangements provide reasonable protection to the executive officer in the event that he or she is not retained under specific circumstances. Further, the Executive Severance Provisions are intended to facilitate changes in the leadership team by setting terms for the termination of an NEO in advance, thus allowing a smooth transition of responsibilities when it is deemed to be in the best interest of the Company. The change in control provisions in the Executive Severance Provisions are intended to allow executives to focus their attention on our business operations in the face of the potentially disruptive impact of a proposed change-in-control transaction, to assess takeover bids objectively without regard to the potential impact on their own job security, and to allow for a smooth transition in the event of a change in control of the Company. These factors are especially important in light of the executives’ key leadership roles.

See “Potential Payments Upon Termination or Change in Control” for a description of these arrangements and the estimated payments and benefits payable under the Executive Severance Provisions.

Other Compensation Practices and Policies

ROLES AND RESPONSIBILITIES

Compensation Committee

Our executive compensation program is designed and administered under the direction and control of the Committee. The Committee is comprised solely of independent directors, who review and approve our overall executive compensation program, policies and practices and set the compensation of our senior executives.

Compensation Consultant

The Committee’s independent compensation consultant provides it with advice and resources to help it assess the effectiveness of our executive compensation strategy and program. The Committee’s compensation consultant reports directly to the Committee, and the Committee has the sole power to terminate or replace the consultant at any time. Pay Governance served as the Committee’s compensation consultant from the Separation through September 2016. In September 2016, the Committee replaced Pay Governance with Compensia as its compensation consultant.

As part of their engagements, the Committee directed each of Pay Governance and Compensia to work with our Senior Vice President, Chief People Officer and other members of management to obtain information necessary for the compensation consultant to formulate recommendations and evaluate management’s recommendations to the Committee. The Committee’s compensation consultant also meets with the Committee during its regular meetings, in executive session (where no members of management are present), and with the Committee chair and other members of the Committee outside of its regular meetings.

As part of their engagements in 2016, each of Pay Governance and Compensia provided an environmental scan of executive compensation, evaluated our peer group composition, evaluated compensation levels at the peer group companies, assessed and proposed equity and cash compensation guidelines for various executive job levels, assessed compensation for our executive officers, advised on the framework for our annual and long-term incentive awards and assessed the compensation of the non-employee directors. Neither Pay Governance nor Compensia provided any other services to us in 2016.

The Committee recognizes that it is essential to receive objective advice from its compensation consultant. To that end, the Committee closely examines the procedures and safeguards that its compensation consultant takes to ensure that its services are objective. The Committee has assessed the independence of each of Pay Governance and Compensia pursuant to SEC rules and concluded that their work for the Committee did not raise any conflict of interest.

CEO and the Human Resources (“People”) Department

The Committee works with members of our management team, including our CEO, our Senior Vice President, Chief People Officer and our Vice President, Global Rewards to formulate the specific plan and award designs, including performance measures and performance levels, necessary to align our executive compensation program with our business objectives and strategies.

Generally, our CEO reviews with the Committee his performance evaluations of each of our other NEOs and his recommendations regarding base salary adjustments, annual incentive awards and long-term incentives to ensure that the Committee's decisions consider our corporate financial and operational results as well as individual performance. The Committee makes all final decisions regarding the compensation of our NEOs.

While certain members of management attended the meetings of the Committee in 2016 upon invitation, they did not attend executive sessions of the meetings nor do they attend the portion of Committee meetings at which their own compensation was discussed.

USE OF PEER GROUP COMPARISONS

In deciding whether a company should be included in our peer group, the Committee generally considered the following screening criteria:

- revenue;
- market capitalization;
- historical growth rates;
- primary line of business;
- whether the company has a recognizable and well-regarded brand; and
- whether we compete with the company for talent.

For each member of the peer group, one or more of the factors listed above was relevant for inclusion in the group, and, similarly, one or more of these factors may not have been relevant for inclusion in the group.

In considering our executive compensation program for 2016 and going forward, the Committee considered the peer group used in measuring performance plans, as well as its goals of rewarding performance and retaining core top talent. Traditionally, companies compare their performance against the performance of a group of companies whose business models are relatively similar to those of the company. Executive compensation programs are generally designed to reward performance that is relatively stronger than that of its peers. Executive compensation programs are also generally designed to roughly parallel the programs of members of the performance peer group because employees have historically been recruited by these competitors and we compete against them for talent.

Currently, our peer group is divided into a “technology” subgroup and a “financial” subgroup. This is intended to provide the Committee with insight into the differences across these two sectors in which we compete for executive talent. Our peer group for 2016 is composed of 13 technology companies, which generally reflect the companies with which we directly compete for talent, and eight financial companies, which generally reflect the companies with which we not only compete for talent but also to which we more closely compare our financial performance. These companies were as follows:

PEER GROUP COMPANIES

Apple Inc.
 Adobe Systems
 Amazon.com
 American Express Company
 Discover Financial Services
 Facebook, Inc.
 First Data Corp.
 Global Payments Inc.
 Google Inc. (Alphabet Inc.)
 Intuit Inc.
 MasterCard Inc.
 Salesforce.com
 Symantec Corp.
 LinkedIn Inc.
 Netflix Inc.
 Twitter Inc.
 Oracle Inc.
 Square, Inc.
 Vantiv, Inc.
 Visa Inc.
 The Western Union Company

■ Technology Peer Subgroup
 ■ Financial Peer Subgroup

STOCK OWNERSHIP GUIDELINES

Our Board has adopted stock ownership guidelines to better align the interests of our non-employee directors and executive officers with the interests of our stockholders and further promote our commitment to sound corporate governance. In January 2017, our Board approved new stock ownership guidelines to align with changes to our executive leadership structure announced in September 2016 and to further emphasize the alignment of the interests of the newly promoted executive vice presidents with the interests of our stockholders. Under these revised guidelines, our executives are required to achieve ownership of our common stock valued at a multiple of their annual base salary:

- CEO—six times base salary
- EVPs—three times base salary
- SVPs who are members of the Senior Leadership Team—two times base salary

It is expected that each executive officer will meet his or her applicable guideline level within five years of his or her appointment to his or her position. Our stock ownership guidelines are available on our investor relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

Prior to our executive officers satisfying their applicable guideline level, they are required to retain an amount equal to 25% of the net shares of our common stock received as the result of the exercise, vesting or payment of any equity awards granted to them.

Our non-employee directors are also subject to our stock ownership guidelines. The guideline level for each non-employee director is five times his or her annual retainer (but not including any additional retainer paid as a result of service as a Board chair, lead independent director, committee chair or committee member). Our non-employee directors are required to satisfy their guideline level within five years of joining the Board, and are expected to continuously own sufficient shares to satisfy the guideline once it is attained for as long as they remain a Board member.

Shares that count towards satisfaction of the stock ownership guidelines for our non-employee directors and executive officers include the following:

- shares owned outright by the director or executive officer, or his or her immediate family members residing in the same household;
- shares held in trust for the benefit of the director or executive officer, or his or her immediate family members; and
- vested deferred stock units, deferred restricted stock units or deferred performance stock units that may only be settled in shares of our common stock.

HEDGING AND PLEDGING POLICY

Our insider trading policy prohibits members of our Board, executive officers and other employees from entering into any hedging or monetization transactions relating to our securities or otherwise trading in any instrument relating to the future price of our securities, such as a put or call option, futures contract, short sale, collar, or other derivative security. Our policy also prohibits the members of our Board, executive officers and other employees from pledging our common stock as collateral for any loans.

CLAWBACK POLICY

The Committee has adopted a clawback policy that covers each officer employed as a vice president or in a more senior position (who we refer to as “covered employees”), and applies to incentive compensation, which includes any cash incentive award, equity-based award, or other incentive compensation award paid or awarded to any covered employee during the period in which he or she is designated as a covered employee. For all covered employees, the occurrence of either of the following events will trigger the policy: (a) an action or omission by the covered employee that constitutes a material violation of our Code of Business Conduct or (b) an action or omission by the covered employee that results in material financial or reputational harm to the Company. In addition, for covered employees that are employed as a senior vice president or in a more senior position or as a vice president who is a member of the finance function, the following event will also trigger the policy: a material restatement of all or a portion of our financial statements that is the result of a supervisory or other failure by the covered employee.

Under the clawback policy, the Committee has the authority and discretion to determine whether an event covered by the policy has occurred and, depending on the facts and circumstances, may require the full or partial forfeiture and/or repayment of any incentive compensation covered by the policy that was paid or awarded to a covered employee. The forfeiture and/or repayment may include all or any portion of the following:

- Any incentive compensation that is greater than the amount that would have been paid to the covered employee had the covered event been known;
- Any outstanding or unpaid incentive compensation, whether vested or unvested, that was awarded to the covered employee; and
- Any incentive compensation that was paid to or received by the covered employee (including gains realized through the exercise of stock options) during the 12-month period preceding the date on which we had actual knowledge of the covered event or the full impact of the covered event was known, or such longer period of time as may be required by any applicable statute or government regulation.

TAX AND ACCOUNTING CONSIDERATIONS

We are limited by Section 162(m) of the Internal Revenue Code to a deduction for federal income tax purposes of up to \$1 million of compensation paid to our CEO and any of our other three most highly compensated executive officers (other than our CFO) in a taxable year. Compensation above \$1 million may be deducted only if, by meeting certain technical requirements, it can be classified as “performance-based compensation.” Although the Committee uses the requirements of Section 162(m) as a guideline, deductibility is not the sole factor it considers in assessing the appropriate levels and types of executive compensation. The Committee expressly retains the full discretion to forgo deductibility when it believes doing so is in our and our stockholders’ best interests.

We account for stock-based compensation in accordance with FASB ASC Topic 718, which requires us to recognize compensation expense for share-based payments (including stock options, restricted stock units, performance-based restricted stock units and other forms of equity compensation). The impact of FASB ASC Topic 718 has been taken into account by the Committee in determining to use a portfolio approach to our equity awards.

COMPENSATION COMMITTEE REPORT

The Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's 2016 Annual Report on Form 10-K.

The Compensation Committee of the Board

David W. Dorman (Chairman)

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Jonathan Christodoro

Compensation Tables

2016 Summary Compensation Table

The following table summarizes the total compensation earned by each of our named executive officers, or NEOs, for the fiscal year ended December 31, 2016 and, to the extent required under the SEC executive compensation disclosure rules, the fiscal year ended December 31, 2015 and December 31, 2014. The information provided below includes compensation earned by our NEOs for services provided to eBay prior to the Separation.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards ⁽²⁾ (\$) (e)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$) (g)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) (h)	All Other Compensation ⁽⁴⁾ (\$) (i)	Total (\$) (j)
Daniel H. Schulman President and Chief Executive Officer	2016	1,000,000	—	13,453,388	—	3,140,000	—	1,340,953	18,934,341
	2015	942,308	—	8,825,674	1,537,111	2,374,615	—	764,783	14,444,491
	2014	204,231	—	14,508,104	1,330,803	335,960	—	22,308,808	38,687,906
John D. Rainey Executive Vice President, Chief Financial Officer	2016	650,000	—	4,139,520	—	979,875	—	4,165,313	9,934,708
	2015	212,500	—	8,369,049	706,251	241,188	—	1,153,558	10,682,546
Tomer Barel ⁽¹⁾ Executive Vice President, Chief Risk and Data Officer	2016	494,149	—	3,104,689	—	558,698	—	1,321,792	5,479,328
	2015	361,950	—	1,585,208	270,794	311,141	—	2,146,499	4,675,592
A. Louise Pentland Executive Vice President, Chief Business Affairs and Legal Officer	2016	620,846	—	4,139,520	—	935,926	—	41,232	5,737,524
	2015	398,846	—	6,486,866	426,548	502,546	—	3,674,330	11,489,136
William Ready Executive Vice President, Chief Operating Officer	2016	580,000	—	4,656,955	—	910,600	—	10,600	6,158,155
	2015	372,308	—	1,585,208	270,794	320,045	—	10,600	2,558,955
	2014	302,308	—	30,840,980	—	222,611	—	13,036	31,378,935

¹ The title reflects Mr. Barel's role during 2016. In January 2017, Mr. Barel assumed the role of Executive Vice President, Chief Enterprise Services Officer, and we determined that Mr. Barel would no longer be classified as an executive officer. Amounts reported for Mr. Barel in the "salary" and "non-equity incentive plan compensation" columns were converted from New Israeli Shekels (NIS) to U.S. dollars (USD) at an exchange rate of 1 NIS to 0.267 USD. The amounts reported for Mr. Barel in the "all other compensation" column were converted from NIS to USD using the published exchange rate from the OANDA Corporation currency database on the first date of each month, which was applied for "all other compensation" amounts that were paid during that month.

² Amounts shown represent the grant date fair value of RSUs and PBRsUs granted to each of our NEOs as computed in accordance with FASB ASC Topic 718. The grant date fair value of RSUs is determined using the fair value of the underlying common stock on the grant date. The estimated fair value of PBRsUs is calculated based on the probable outcome of the performance measures for the applicable performance period as of the date on which those awards are granted for accounting purposes. Assuming the highest level of performance is achieved under the applicable performance measures for the 2016-2018 PBRsUs, the maximum possible value of those awards using the fair value of the underlying common stock on the date that those awards were granted for accounting purposes is presented below:

Name	Maximum Value of 2016-2018 PBRsUs (as of Grant Date for Accounting Purposes)
Mr. Schulman	\$14,009,817
Mr. Rainey	\$ 4,310,749
Mr. Barel	\$ 3,233,101
Ms. Pentland	\$ 4,310,749
Mr. Ready	\$ 4,849,573

³ Amounts shown represent the performance-based annual incentive plan compensation earned under the Company's annual incentive plan for fiscal 2016 (the "2016 AIP"). See "Compensation Discussion and Analysis—Compensation Framework—Incentive (Performance-Based) Compensation for 2016" for a more detailed discussion.

⁴ The dollar amounts for each perquisite and each other item of compensation shown in the “all other compensation” column and in this footnote represent the Company’s incremental cost of providing the perquisite or other benefit to our NEOs, net of any amounts reimbursed by our NEOs, and are valued based on the amounts accrued for payment or paid to the service provider or NEO, as applicable. See “Compensation Discussion and Analysis—Compensation Framework—Other Compensation Elements” for additional discussions on these benefits. Amounts include the following perquisites and other items of compensation provided to our NEOs in 2016.

Name	Relocation ^a	Tax Gross Up for Relocation and Assignment Related Benefits ^b	401(k) Match ^c	Other Payments and Benefits ^d	Make Whole Payments ^e	Total
Mr. Schulman	—	—	\$10,600	\$30,353	\$1,300,000	\$1,340,953
Mr. Rainey	\$ 2,288	\$ 2,425	\$10,600	—	\$4,150,000	\$ 4,165,313
Mr. Barel	—	\$1,241,575	—	\$80,217	—	\$ 1,321,792
Ms. Pentland	\$14,883	\$ 15,772	\$ 10,577	—	—	\$ 41,232
Mr. Ready	—	—	\$10,600	—	—	\$ 10,600

^a Represents the cost of relocation assistance by the Company pursuant to the Company’s standard executive relocation program and paid to the respective NEO. See “Compensation Framework—Other Compensation Elements—Other Benefits—Perquisites—Relocation Benefits” in the CD&A for further discussion.

^b Represents the total value of tax gross-up amounts paid by the Company with respect to taxable relocation benefits received by Mr. Rainey and Ms. Pentland for fiscal 2016. For Mr. Barel, the amount represents the tax equalization payments paid by the Company with respect to his extensive international business travel attributable to his role during the year pursuant to the Company’s global mobility services program applicable to all employees.

^c Represents the amount of the Company match of 401(k) Plan contributions to the respective NEO.

^d For Mr. Schulman, represents amounts the Company paid related to security on Mr. Schulman’s personal vacation, paid directly to the service provider. For Mr. Barel, represents the aggregate total incremental cost to the Company paid to or on behalf of Mr. Barel in connection with his extensive international business travel, including tax preparation, and employee benefits in Israel that are generally available to all employees, including pension plan contributions of \$73,096.

^e Represents the amount paid to the respective NEO related to make whole payments pursuant to the terms of such NEO’s offer letter.

2016 Grants of Plan-Based Awards

The following table sets forth information regarding grants of plan-based awards to each of our NEOs for the fiscal year ended December 31, 2016.

Name (a)	Approval Date (b)	Grant Date (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units ⁽³⁾ (#)(j)	All Other Option Awards: Number of Securities Underlying Options (#)(k)	Exercise or Base Price of Option Awards (\$/Sh)(l)	Grant Date Fair Value ⁽⁴⁾ (\$)(m)
			Threshold \$(d)	Target \$(e)	Maximum \$(f)	Threshold (#)(g)	Target (#)(h)	Maximum (#)(i)				
Daniel H. Schulman												
2016 AIP	N/A	N/A	750,000	2,000,000	4,000,000	—	—	—	—	—	—	—
2016-2018 PBRsUs	2/17/2016	3/1/2016	—	—	—	44,617	178,469	356,938	—	—	—	\$7,004,908
RSUs	2/17/2016	4/1/2016	—	—	—	—	—	—	163,667	—	—	\$6,448,480
John D. Rainey												
2016 AIP	N/A	N/A	243,750	650,000	1,300,000	—	—	—	—	—	—	—
2016-2018 PBRsUs	2/17/2016	3/1/2016	—	—	—	13,729	54,914	109,828	—	—	—	\$2,155,375
RSUs	2/17/2016	4/1/2016	—	—	—	—	—	—	50,359	—	—	\$1,984,145
Tomer Barel												
2016 AIP	N/A	N/A	138,980	370,612	741,224	—	—	—	—	—	—	—
2015-2016 PBRsUs	2/17/2016	3/1/2016	—	—	—	10,297	41,186	82,372	—	—	—	\$1,616,551
RSUs	2/17/2016	4/1/2016	—	—	—	—	—	—	37,770	—	—	\$1,488,138
A. Louise Pentland												
2016 AIP	N/A	N/A	232,817	620,846	1,241,692	—	—	—	—	—	—	—
2015-2016 PBRsUs	2/17/2016	3/1/2016	—	—	—	13,729	54,914	109,828	—	—	—	\$2,155,375
RSUs	2/17/2016	4/1/2016	—	—	—	—	—	—	50,359	—	—	\$1,984,145
William Ready												
2016 AIP	N/A	N/A	217,500	580,000	1,160,000	—	—	—	—	—	—	—
2015-2016 PBRsUs	2/17/2016	3/1/2016	—	—	—	15,445	61,778	123,556	—	—	—	\$2,424,787
RSUs	2/17/2016	4/1/2016	—	—	—	—	—	—	56,654	—	—	\$2,232,168

¹ The amounts shown represent potential non-equity incentive plan awards under the 2016 AIP. The threshold amounts payable under the 2016 AIP represent 37.5% of the NEO's target bonus opportunity under the 2016 AIP, which represents the threshold Company performance under the 2016 AIP. Maximum amounts represent 200% of the NEO's target bonus opportunity under the 2016 AIP. For a more complete description of the 2016 AIP, see the "Compensation Discussion and Analysis—Compensation Framework—Incentive (Performance-Based Compensation) for 2016" section of this proxy statement.

² The amounts shown represent the 2016-2018 PBRsUs granted in 2016 under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan (the "2015 Plan"). Amounts shown in the "threshold" column represent 25% of the target number of shares, which represents the threshold performance of one of the two performance metrics. Awards are capped at the maximum of 200% of the target number of shares. The 2016-2018 PBRsUs will vest based on performance over the 2016-2018 performance period. See "Compensation Discussion and Analysis—Compensation Framework—Incentive (Performance-Based) Compensation for 2016—Long-Term Incentive Components—Performance-Based Restricted Stock Units (PBRsUs)" for more information.

³ The amounts shown represent service-based RSUs granted in 2016 under the 2015 Plan. These RSUs vest on an annual ratable basis over three years. See "Compensation Discussion and Analysis—Compensation Framework—Incentive (Performance-Based) Compensation for 2016—Long-Term Incentive Components—Restricted Stock Units" for more information.

⁴ Represents the grant date fair value determined in accordance with FASB ASC Topic 718. For stock awards, the grant date was calculated by multiplying the closing price of the underlying common stock on the date of grant by the number of stock awards granted. For the 2016-2018 PBRsUs, the grant date fair value assumes the probable outcome of the performance conditions applicable thereto. See footnote 2 to the "2016 Summary Compensation Table" for more information. The assumptions used by the Company in calculating the grant date fair value of the option awards are incorporated herein by reference to Note 15 to the consolidated financial statements contained in the 2016 Form 10-K.

2016 Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding equity awards for each of our NEOs as of December 31, 2016.

Name	Option Awards						Stock Awards				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price(\$)	Option Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Stock Grant Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾
Daniel H. Schulman	90,992	70,772 ³		\$ 31.56	10/15/2014	10/15/2021					
	60,514	84,720 ²		\$35.88	4/1/2015	4/1/2022					
	10,797	19,688 ²		\$41.64	7/17/2015	7/17/2022					
							67,402 ⁴	\$ 2,660,357	10/15/2014		
							54,463 ⁴	\$ 2,149,655	4/1/2015		
							11,432 ⁴	\$ 451,221	7/17/2015		
							163,667 ⁹	\$ 6,459,936	4/1/2016		
							41,250 ¹⁰	\$ 1,628,138	3/1/2014		
							125,871 ⁷	\$ 4,968,128	3/16/2015		
							26,419 ⁷	\$ 1,042,758	7/17/2015		
									178,469 ¹¹	\$ 7,044,171	
John D. Rainey	29,130	58,260 ¹³		\$33.80	9/15/2015	9/15/2022					
							87,389 ⁹	\$ 3,449,244	9/15/2015		
							32,771 ⁴	\$ 1,293,471	9/15/2015		
							50,359 ⁹	\$ 1,987,670	4/1/2016		
						75,738 ⁷	\$ 2,989,379	9/15/2015			
									54,914 ¹¹	\$ 2,167,456	
Tomer Barel	293	58 ²		\$34.99	4/1/2013	4/1/2020					
	411	3,285 ²		\$36.95	4/1/2014	4/1/2021					
	13,448	18,827 ²		\$35.88	4/1/2015	4/1/2022					
							2,933 ¹²	\$ 115,766	4/1/2013		
							2,346 ¹²	\$ 92,597	4/1/2013		
							5,474 ⁵	\$ 216,059	4/1/2014		
							6,568 ⁵	\$ 259,239	4/1/2014		
							19,968 ⁹	\$ 788,137	10/15/2014		
						12,103 ⁴	\$ 477,705	4/1/2015			
						37,770 ⁹	\$ 1,490,782	4/1/2016			
						27,972 ⁸	\$ 1,104,049	3/16/2015			
									41,186 ¹¹	\$ 1,625,611	
A. Louise Pentland	20,375	28,524 ¹⁴		\$ 37.31	5/15/2015	5/15/2022					
							81,498 ⁴	\$ 3,216,726	5/15/2015		
							18,337 ⁴	\$ 723,761	5/15/2015		
							50,359 ⁹	\$ 1,987,670	4/1/2016		
						42,380 ⁸	\$ 1,672,739	5/15/2015			
									54,914 ¹¹	\$ 2,167,456	
William Ready	13,448	18,827 ²		\$35.88	4/1/2015	4/1/2022					
							69,417 ⁶	\$ 2,739,889	1/15/2014		
							326,210 ⁶	\$12,875,509	1/15/2014		
							12,103 ⁴	\$ 477,705	4/1/2015		
							56,654 ⁹	\$ 2,236,133	4/1/2016		
						27,972 ⁸	\$ 1,104,049	3/16/2015			
									61,778 ¹¹	\$ 2,438,378	

- ¹ Market Value is calculated based on the closing price of \$39.47 of our common stock on December 30, 2016.
- ² Becomes fully vested after four years, with 12.5% vesting on the six-month anniversary of the grant date, and 1/48th vesting monthly thereafter.
- ³ Becomes fully vested after four years, with 25% vesting on the one-year anniversary of September 30, 2014, and 1/48th vesting monthly thereafter.
- ⁴ Becomes fully vested after four years, with 25% vesting on each of the first four anniversaries of the grant date.
- ⁵ Becomes fully vested after four years, with 33 1/3% vesting on the second-year anniversary of the grant date, and 33 1/3% vesting on each of the third- and fourth-year anniversaries of the vesting commencement date.
- ⁶ Becomes fully vested after four years, with 20% vesting on the second-year anniversary of the grant date, and 3.33% vesting monthly thereafter.
- ⁷ PBRSU award. Earned in connection with the 2015-2016 performance period, with 100% vesting on March 1, 2018 (the first anniversary of the RSU grant date).
- ⁸ PBRSU award. Earned in connection with the 2015-2016 performance period, with 50% vested on March 1, 2017 (the grant date of the RSUs) and the remaining 50% vesting on the first anniversary of the RSU grant date.
- ⁹ Becomes fully vested over three years, with 33 1/3% vesting on the first, second and third anniversaries of the date of grant.
- ¹⁰ PBRSU award. Earned in connection with 2014-2015 performance; 50% vested on March 1, 2016 and the remaining 50% vested on March 1, 2017.
- ¹¹ Represents unearned shares under the 2016-2018 PBRSUs granted in 2016, subject to the achievement of the threshold performance goals related to FX-Neutral Revenue CAGR and Free Cash Flow CAGR over the 2016-2018 performance period. In accordance with SEC disclosure rules, the number of units reflected in the table is based on an assumed achievement at the maximum performance level. Following the performance period, PBRSUs will be earned based on Company performance, with 100% vesting on March 1, 2019.
- ¹² Becomes fully vested after four years, with 50% vesting on the three-year anniversary of the grant date, and 50% vesting on the fourth-year anniversary of the grant date.
- ¹³ Becomes fully vested after four years, with 25% vesting on the one-year anniversary of August 24, 2015, and 1/48th vesting monthly thereafter.
- ¹⁴ Becomes fully vested after four years, with 25% vesting on the one-year anniversary of April 27, 2015, and 1/48th vesting monthly thereafter.

2016 Option Exercises and Stock Vested

The following table sets forth the number of shares acquired and the value realized upon exercise of stock options and the vesting of stock awards by each of our NEOs for the fiscal year ended December 31, 2016.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Daniel H. Schulman	—	—	218,882	\$ 7,981,850
John D. Rainey	—	—	54,620	\$ 2,230,135
Tomer Barel	11,665	89,150	39,126	\$ 1,538,369
A. Louise Pentland	—	—	33,279	\$ 1,313,855
William Ready	—	—	521,402	\$18,979,889

2016 Non-Qualified Deferred Compensation

All NEOs are eligible to participate in the PayPal Holdings, Inc. Deferred Compensation Plan (the “DCP”); however, none of our NEOs participated in the DCP in 2016.

The DCP is a non-qualified voluntary deferred compensation plan that allows participants to defer certain amounts of compensation. The DCP provides a supplement to our 401(k) Plan and permits personal savings beyond the IRS contribution limits on qualified plans. All amounts deferred under the DCP are reflected in book-keeping accounts. Each participant is permitted to elect to defer annually, in any whole percentages: (i) from 5% to 50% of base salary; (ii) from 5% to 100% of the incentive award earned by the participant under the AIP; and (iii) from 5% to 100% of RSUs, subject to certain limitations pursuant to the terms of the DCP and rounded to the nearest whole share. All amounts deferred under the DCP are fully vested. The DCP has been designed so that federal and state income taxes on the monies deferred are not due until such time as the account balance is paid to a participant. Participants can elect distribution of their account balances from a given year to be paid to them while they are still working or they can elect to have payments made to them in the event of their separation from service with us. Payments can be made in a lump sum payment or as annual installments over a period of greater than two years and less than fifteen years.

The return on the deferred amounts is linked to the performance of market-based investment choices made available to participants under the DCP. While the deferred dollars are not actually invested in the investment fund(s), earnings or losses of the tracking fund are applied to the participant’s deferral dollars as if they were invested in the fund(s). Participants may make changes to their investment choices daily.

Potential Payments Upon Termination or Change in Control

The following table, footnotes, and narrative set forth our payment obligations pursuant to the compensation arrangements for each of our NEOs, under the circumstances described below, assuming that his or her employment was terminated or a change in control occurred on December 31, 2016.

Name	Voluntary Termination (\$)(a)	Termination for Cause (\$)(b)	Involuntary Termination Outside of Change in Control Period (\$)(c)(1)(2)	Involuntary Termination Within Change in Control Period (\$)(d)(1)(2)	Death or Disability (\$)(e)(1)(2)(3)
Daniel H. Schulman	—	—	\$17,073,661	\$36,210,140	\$17,005,077
John D. Rainey	—	—	\$10,263,313	\$17,750,746	\$ 8,796,693
Tomer Barel	—	—	\$ 3,922,265	\$ 8,572,495	\$ 6,239,253
A. Louise Pentland	—	—	\$ 5,638,527	\$13,260,687	\$ 5,639,474
William Ready	\$7,207,143	—	\$18,236,717	\$ 25,585,231	\$20,964,114

¹ Amounts do not take into account potential reductions due to “best net pay” provisions in respective agreements and the CIC Severance Plan, as more fully discussed below.

² Amounts assume cash payments equal to the value of equity awards (and for purposes of column (d) and for Mr. Barel columns (d) and (e), target performance of outstanding PBRsUs), as more fully discussed below.

³ For Mr. Barel, amounts reflect the death and disability provisions under the terms of the CIC Severance Plan, as more fully discussed below.

VOLUNTARY TERMINATION (COLUMN A)

Severance Arrangement for Mr. Ready

The eBay compensation committee approved entering into an agreement with Mr. Ready prior to the Separation, under the terms of which, assuming a termination date of December 31, 2016, Mr. Ready will be entitled to the following in the event that he elects to resign from employment:

- a cash amount equal to the value of the equity subject to the RSUs granted on January 15, 2014, that would otherwise have vested in the six months following the termination date.

INVOLUNTARY TERMINATION OTHER THAN FOR CAUSE (COLUMN (C))

Severance Arrangements for Involuntary Termination Other Than for Cause for Messrs. Schulman, Rainey and Ready and Ms. Pentland

Each of Messrs. Schulman, Rainey and Ready and Ms. Pentland entered into separate agreements with the Company. Under the terms of their respective agreements, assuming a termination date of December 31, 2016 each of Messrs. Schulman, Rainey and Ready and Ms. Pentland will be entitled to the following in the event that his or her employment with us is terminated outside of the “change in control period,” which is defined as more than 90 days prior to or more than 24 months following a “change in control” (as defined in the 2015 Plan), either (a) by us for any reason other than “cause”, “disability” or death or (b) by Messrs. Schulman and Rainey or Ms. Pentland for “good reason” (as each term is defined in the respective agreements), subject to the executive’s execution of a release of claims:

- for Messrs. Schulman and Rainey, a cash payment equal to two times the sum of (a) annual base salary, and (b) target bonus amount; for Ms. Pentland, a cash payment equal to 1.5 times the sum of (a) annual base salary, and (b) target bonus amount; and for Mr. Ready, a cash payment equal to one times the sum of (a) annual base salary, and (b) target bonus amount (“Agreement Severance Payment”);
- a prorated annual cash bonus based on actual company performance (“Prorated Cash Incentive Award”);
- for Mr. Rainey, the unpaid portion of any “make whole” cash payments to the extent that such payments were not yet paid;
- for Mr. Schulman, a cash payment equal to the value of the unvested initial equity awards and “make whole” RSU awards (where value is determined using the average closing price of the Company’s common stock for the 10 consecutive trading days ending on and including the trading day immediately prior to the termination date (the “Average Closing Price”)) and for Mr. Rainey, the unvested supplemental RSUs (where value is determined using the Average Closing Price);
- for Messrs. Schulman and Rainey and Ms. Pentland, a cash payment equal to the value of any other unvested equity awards that are outstanding and unvested that otherwise would have become vested within 12 months following date of termination of employment (where value is determined using the Average Closing Price and the Valuation Assumptions as defined in the respective agreements); and
- for Mr. Ready, if terminated without “cause,” a cash amount equal to the value of any other equity awards that are outstanding and unvested as of the date of termination which otherwise would have become vested pursuant to their vesting schedules within 12 months following the termination date (where value is determined using the Average Closing Price and the Valuation Assumptions, as defined in his agreement).

Severance Arrangements for Involuntary Termination Other than for Cause for Participants in the PayPal Holdings, Inc. SVP and Above Standard Severance Plan

As of the end of fiscal 2016, Mr. Barel was eligible to participate in the PayPal Holdings, Inc. SVP and Above Standard Severance Plan (the "Severance Plan").

The Severance Plan provides eligible employees with severance payments and benefits in the event that an eligible employee's employment with us or one of our subsidiaries, affiliates or a successor company is involuntarily terminated without "cause" (as defined in the Severance Plan) by us outside of the "change in control period" (as defined above), subject to the employee's execution of a release of claims, as follows:

- a cash payment equal to one times the sum of (a) annual base salary, and (b) target bonus amount;
- a Prorated Cash Incentive Award;
- if the NEO is employed by the Company outside of the U.S., such NEO will be eligible for medical and dental insurance coverage that is comparable to such coverage provided to such individuals immediately prior to the employment termination date, with such coverage to be provided for 12 months, to the extent permissible under applicable local law. If the NEO is obligated to pay all or a portion of the premium for such continuation coverage, the NEO will receive a lump sum cash payment equal to the product of (i) the monthly premium payable by the NEO for himself (and his eligible dependents) under such continuation coverage and (ii) 12;
- accelerated vesting of time-based equity awards that would have otherwise become vested pursuant to their ordinary vesting schedule within the 12 months following the employment termination date, settled in a lump sum, through vesting of stock, payment of cash in lieu of vesting shares of stock, or a combination thereof;
- for performance-based equity awards, any such award will remain outstanding and eligible to vest, based solely on the achievement of the Company performance targets upon which the awards are subject for any performance period that ends within the first anniversary of the NEO's employment termination date; and to the extent such performance targets are determined to have been achieved following the completion of the performance period, the NEO will be treated as though immediately vested in that percentage of the resulting amount of such equity award that would, on or prior to such first anniversary, have otherwise become vested pursuant to the existing vesting schedule that would have applied to such equity awards, to be settled in lump sum, through vesting of stock, payment of cash in lieu of vesting shares of stock, or a combination thereof; and
- in the event the Company elects to settle any such equity awards through the payment of cash in lieu of vesting shares of stock, the Company will pay the NEO a lump sum cash amount equal to the value of all of the equity awards that are treated as though vested in accordance with the foregoing bullet points (where value is determined using the Average Closing Price).

CHANGE IN CONTROL (COLUMN (D))

Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Messrs. Schulman, Rainey and Ready and Ms. Pentland

Each of Messrs. Schulman, Rainey, and Ready and Ms. Pentland would be entitled to receive the following under their respective agreements if a "change in control" (as defined in the 2015 Plan) occurred as of December 31, 2016 and his or her employment with us was terminated within the "change in control period," either (a) by us for any reason other than "cause," "disability" or death or (b) by the executive for "good reason" (as each term is defined in the respective agreements), subject to the executive's execution of a release of claims:

- Agreement Severance Payment; provided, however, that Ms. Pentland and Mr. Ready would be eligible to receive a cash payment equal to two times the sum of (a) annual base salary, and (b) target bonus amount;
- Prorated Cash Incentive Award;
- for Mr. Rainey, the unpaid portion of any "make whole" cash payments; and
- a cash payment equal to the value of all unvested equity awards outstanding (where value is determined using the Average Closing Price and the Valuation Assumptions).

Under each respective agreement, in the event any payments or benefits constitute "golden parachute payments" within the meaning of Section 280G of the Internal Revenue Code ("IRC") and would be subject to the excise tax imposed by IRC Section 4999, such payments or benefits will be reduced to the maximum amount that does not result in the imposition of such excise tax, but only if such reduction results in the executive receiving a higher net-after tax amount than such executive would have received absent such reduction (the "best net pay" provision).

Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Participants in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees

As of the end of fiscal 2016, Mr. Barel was eligible to participate in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees (the "CIC Severance Plan"). Under the terms of the CIC Severance Plan, Mr. Barel would have been entitled to receive the following if a "change in control" (as defined in the 2015 Plan) occurred as of December 31, 2016 and his employment with us is terminated within the "change in control period," either (a) by us for any reason other than "cause," "disability" or death or (b) by the executive for "good reason" (as each of those terms is defined in the CIC Severance Plan), subject to the executive's execution of a release of claims:

- A lump sum cash payment of the annual cash bonus that the executive would have earned assuming achievement of target performance, as applicable in respect of the fiscal year in which the termination occurs; except, if the employee's bonus is intended to constitute performance-based compensation within the meaning of IRC Section 162(m), the bonus will be paid based on actual company performance through the date of termination;
- A lump sum cash payment equal to the product of (a) the sum of the executive's base salary (in effect upon the occurrence of the termination event) and target bonus (for the bonus year in which the separation occurs), multiplied by (b) two;
- If the employee is employed by the Company outside of the U.S., such NEO shall be eligible for medical and dental insurance coverage that is comparable to such coverage provided to such individual immediately prior to the employment termination date, with such coverage to be provided for 24 months, to the extent permissible under applicable local law. If the NEO is obligated to pay all or a portion of the premium for such continuation coverage, the NEO will receive a lump sum cash payment equal to the product of (i) the monthly premium payable by the NEO for himself (and his eligible dependents) under such continuation coverage and (ii) 24; and
- The eligible employee's unvested time-vested equity awards will be treated as fully vested. If the termination occurs during a performance period with respect to an award of PBRsUs, such award will be deemed earned assuming achievement of target performance for purposes of determining the number of awards that will be treated as becoming immediately vested; except, if the employee's awards are intended to constitute performance-based compensation subject to IRC Section 162(m), such awards will remain outstanding and only be treated as becoming fully vested if and to the extent that they otherwise would have become earned based on actual company performance through the end of the applicable performance period. Settlement of the awards will be through either the vesting of common stock under the award or, in lieu thereof, payment in cash or a combination thereof, at our discretion. In general, if a cash payment is made in lieu of vesting an award, the value of the unvested award is determined using the average closing price of our common stock for the 10 consecutive trading days ending on and including the trading day immediately prior to the date of separation or at the end of the performance period, as applicable.

The payment of all of the benefits described above will be within 90 days following the termination of employment, except as noted above.

Under the CIC Severance Plan, in the event any payments or benefits constitute "golden parachute payments" within the meaning of IRC Section 280G and would be subject to the excise tax imposed by IRC Section 4999, such payments or benefits will be reduced to the maximum amount that does not result in the imposition of such excise tax, but only if such reduction results in the officer receiving a higher net-after tax amount than such officer would have received absent such reduction (the "best net pay" provision).

Change in Control—Equity Awards

PayPal has not entered into any arrangements with any of its NEOs to provide "single trigger" change in control payments. The 2015 Plan generally provides for the acceleration of vesting of awards granted under the plans upon a change in control (as defined in the applicable plan) only if the acquiring entity does not agree to assume or continue the awards. Under the terms of the 2015 Plan, for purposes of determining payouts in connection with or following a change in control, PBRsU performance will be based on applicable performance metrics through the date of change in control. These provisions generally apply to all holders of awards under the equity incentive plans.

DEATH OR DISABILITY (COLUMN (E))

Severance Arrangements in the Event of Death or Disability

Under the terms of the respective agreements of Messrs. Schulman, Rainey and Ready and Ms. Pentland, if such executive's employment terminates due to his or her death or disability, he or she will be entitled to receive a cash payment equal to the value of any unvested equity awards that would have otherwise vested within 24 months of his or her termination date (where value is determined using the Average Closing Price and the Valuation Assumptions).

Under the terms of the Severance Plan, Mr. Barel will be entitled to accelerated vesting of any unvested equity awards that would have otherwise vested within 24 months of the termination date. For purposes of the foregoing sentence, if the termination date occurs during the performance period of a performance-based equity award, then such award will be deemed to be fully earned assuming achievement at target. In the event the Company elects to settle any such awards through the payment of cash in lieu of vesting shares of stock, the Company will pay a lump sum cash amount equal to the value of all of the equity awards that are treated as though vested in accordance with the foregoing (where value is determined using the Average Closing Price).

Under the terms of the CIC Severance Plan, if Mr. Barel dies or becomes disabled at any time during the change in control period, his unvested equity awards will be treated as fully vested and be settled in the same manner as described above in "Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Participants in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees."

Equity Compensation Plan Information

The following table gives information about shares of our common stock that may be issued upon the exercise of options and rights under our equity compensation plans as of December 31, 2016. We refer to these plans and grants collectively as our Equity Compensation Plans.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity Compensation Plans approved by security holders	33,875,248 ¹	\$ 30.1510 ²	67,827,531 ³
Equity Compensation Plans not approved by security holders	914,951 ⁴	\$ 17.9957 ²	—
Total	34,790,199	\$28.6993	67,827,531

¹ Includes (a) 27,056,871 shares of our common stock issuable pursuant to RSUs under our 2015 Equity Incentive Award Plan, as amended and restated, or our 2015 Plan, (b) 3,772,237 shares of our common stock issuable pursuant to stock options under our 2015 Plan, (c) 156,617 shares of our common stock issuable pursuant to DSUs under our 2015 Plan, and (d) 1,153,163 shares of our common stock issuable from outstanding PBRsUs awarded under the 2016-2018 PBRsUs (representing the maximum number of shares assuming maximum achievement) and 560,763 shares of our common stock issuable from outstanding PBRsUs awarded under the 2015-2016 PBRsUs (representing actual number of shares that could be earned assuming actual achievement of Company performance for the two-year performance period ending December 31, 2016). RSUs and DSUs each represent an unfunded, unsecured right to receive shares of Company common stock. The value of RSUs and DSUs varies directly with the price of our common stock.

² Does not include outstanding RSUs or DSUs.

³ Includes 8,076,808 shares of our common stock reserved for future issuance under our Employee Stock Purchase Plan as amended and restated, as of December 31, 2016.

⁴ Represents shares of our common stock to be issued upon exercise of outstanding options or vesting of RSUs assumed from the Modest and Xoom stock plans as part of our acquisitions in 2015. We do not intend to make further grants of any awards under these plans.

Proposal 3 — Approval of an Amendment to our Amended and Restated Certificate of Incorporation

We are asking our stockholders to approve an amendment to our Amended and Restated Certificate of Incorporation (“Certificate of Incorporation”) to increase the number of stockholders who may, for proxy access purposes, aggregate their holdings to reach the 3% minimum ownership requirement from 15 to 20. The Board believes this change advances stockholder rights, is consistent with best practices, and is in the best interests of the Company and its stockholders.

In connection with our Separation from eBay on July 17, 2015, we amended and restated our Certificate of Incorporation to implement proxy access at Separation, among other changes. Our proxy access provisions permit a stockholder, or group of up to 15 stockholders, who have owned at least 3% or more of our outstanding common stock continuously for at least 3 years, to nominate and include in our proxy statement director nominees for up to 20% of the Board, in accordance with our Certificate of Incorporation and Bylaws. We included proxy access provisions in our Certificate of Incorporation at Separation in recognition of the growing sentiment in the investment community that significant stockholders of U.S. companies should have the opportunity to propose director nominees and have them included in the companies’ proxy statements. We believe that we were one of the first spin-off companies to adopt proxy access immediately upon becoming an independent public company.

We routinely evaluate our governance practices to maintain strong Board accountability and stockholder rights and transparent policies that enhance investor and public trust. As a result, the Board is proposing to refine our approach to proxy access by increasing the number of stockholders who may, for proxy access purposes, aggregate their holdings to reach the 3% minimum ownership requirement (an “aggregation cap”) from 15 to 20.

The vast majority of other U.S. public companies that have adopted proxy access have adopted a 3%/ 3 years/20-holder aggregation cap formulation. The amendment to our Certificate of Incorporation would align PayPal with this consensus formulation. In addition, the publicly traded parent companies of some of the largest institutional shareholders in the U.S. have adopted a 20-stockholder aggregation cap. The Board believes that increasing our aggregation cap to 20 stockholders for proxy access purposes is in the best interests of our stockholders, and illustrates our commitment to governance best practices.

The Board, upon the recommendation of the Governance Committee, has unanimously adopted resolutions approving this amendment and recommending approval of this amendment to our stockholders.

The text of the proposed amendment to the first sentence of Article VI, Clause E(iii) of the Certificate of Incorporation is as follows (additions are underlined in bold text and deletions are struck through):

Article VI, Clause E(iii), First Sentence

(iii) An Eligible Stockholder is one or more stockholders of record who own and have owned, or are acting on behalf of one or more beneficial owners who own and have owned (in each case as defined below), continuously for at least thirty-six (36) months as of both the date that the Notice is received by the corporation pursuant to this Clause E, and as of the record date for determining stockholders eligible to vote at the annual meeting, Common Stock of the corporation representing at least three percent (3%) of the corporation’s issued and outstanding Common Stock (the “Required Shares”), and who continue to own the Required Shares at all times between the date such Notice is received by the corporation and the date of the applicable meeting of stockholders, provided that the aggregate number of stockholders, and, if and to the extent that a stockholder is acting on behalf of one or more beneficial owners, of such beneficial owners, whose stock ownership is counted for the purpose of satisfying the foregoing ownership requirement shall not exceed ~~fifteen (15)~~ **twenty (20)**.

The Board Recommends a Vote **FOR** Proposal 3.

Proposal 4 — Ratification of Appointment of Independent Auditor

The ARC Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditor.

The ARC Committee has appointed PricewaterhouseCoopers LLP ("PwC") as our independent auditor for 2017. PwC has served as our independent auditor since the completion of the Separation from eBay in July 2015. The Board and the ARC Committee believe that the continued retention of PwC to serve as our independent auditor is in the best interests of Company and our stockholders and, we are asking our stockholders to ratify the selection of PwC as our independent auditor for 2017. Although ratification is not legally required, we are submitting the appointment of PwC for ratification by our stockholders because we value our stockholders' views on the Company's independent auditors and as a matter of good corporate practice. We expect that representatives of PwC will be present at the Annual Meeting, will have an opportunity to make a statement if they wish, and will be able to respond to appropriate questions.

In the event that our stockholders do not ratify the appointment, it will be considered a recommendation to the Board and the ARC Committee to consider the selection of a different firm. Even if the appointment is ratified, the ARC Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

The Board and the ARC Committee Recommend a Vote **FOR Proposal 4.**

ARC COMMITTEE REPORT

The ARC Committee operates under a written charter adopted by the Board. The Charter of the ARC Committee is available on the corporate governance section of PayPal's investor relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>. Any future changes in the committee charter or key practices will also be reflected on the website. The ARC Committee is composed entirely of directors who meet the independence requirements of NASDAQ and the SEC, and who otherwise satisfy the requirements for audit committee service imposed by the Exchange Act.

The ARC Committee provides assistance and guidance to the Board in fulfilling its oversight responsibilities with respect to:

- PayPal's corporate accounting and financial reporting practices;
- The independent auditor's qualifications and independence;
- The performance of PayPal's internal audit function and independent auditor;
- The quality and integrity of PayPal's financial statements and reports;
- Reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent auditor;
- Producing this report;
- PayPal's overall risk framework and risk appetite framework; and
- PayPal's compliance program.

The ARC Committee relies on the expertise and knowledge of management, the internal audit department, and the independent auditor in carrying out its oversight responsibilities. Management is responsible for the preparation, presentation and integrity of PayPal's financial statements, and for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. PayPal's independent auditor, PwC, is responsible for performing a proper audit of PayPal's financial statements in accordance with the standards of the Public Company Accounting Oversight Board ("PCAOB") and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles in the U.S. The independent auditor is also responsible for expressing an opinion on the effectiveness of PayPal's internal control over financial reporting.

During 2016 and early 2017, among other things, the ARC Committee:

- Reviewed and discussed with management and the independent auditor the Company's quarterly earnings press releases, financial statements, and related periodic reports filed with the SEC;
- Reviewed and discussed with senior management, the internal SOX team, and the independent auditor the scope, adequacy and effectiveness of the Company's internal accounting and financial reporting controls and the independent auditor's opinion on the effectiveness of the Company's internal control over financial reporting;
- Monitored and evaluated the independent auditor's qualifications, performance and independence on an ongoing basis;

- Reviewed and discussed with management and the independent auditor and, as appropriate, the chief accounting officer, the audit scope, any significant matters arising from any audit and plans of both the internal audit department and the independent auditor;
- Reviewed the Company's overall risk management framework, including policies and practices established by management to identify, assess, measure and manage key risks facing the Company;
- Reviewed and discussed with management the Company's compliance program;
- Reviewed with the Chief Business Affairs and Legal Officer and the Chief Risk and Compliance Officer any significant legal, compliance or regulatory matters that could have a material impact on the Company's financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;
- Reviewed and discussed with the independent auditor the audited financial statements in the Company's 2016 Annual Report on Form 10-K, including a discussion of the quality, not just acceptability, of the accounting principles, the reasonableness of significant judgments and estimates, the nature of significant risks and exposures, and the clarity and adequacy of the disclosures in the financial statements; and
- Held separate executive sessions with the independent auditor, the internal audit department, the internal Sarbanes-Oxley Act of 2002 ("SOX") team, and senior management to enable them to discuss legal, accounting, auditing and internal controls matters privately with the ARC Committee.

The ARC Committee has discussed with PwC the matters required to be discussed by the statement on Auditing Standards No. 1301 (Communication with Audit Committees) as adopted by the PCAOB. In addition, the ARC Committee discussed with PwC its independence from PayPal and its management, received the written disclosures and the letter required by applicable PCAOB requirements regarding the independent auditor's communications with the ARC Committee concerning independence, discussed with PwC its independence, and considered whether the provision of non-audit services was compatible with maintaining PwC's independence. The ARC Committee has confirmed that PwC's provision of audit and non-audit services to PayPal and its affiliates is compatible with PwC's independence.

Based on the ARC Committee's reviews and discussions described above, the ARC Committee recommended to the Board that the consolidated audited financial statements be included in PayPal's Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the SEC. The ARC Committee also concluded that the appointment of PwC as the Company's independent auditor for the fiscal year ending December 31, 2017 is in the best interests of the Company and its stockholders. The Board recommends that stockholders ratify this appointment at the Annual Meeting.

ARC COMMITTEE

David M. Moffett (Chairman)
Belinda J. Johnson
Gail J. McGovern
Frank D. Yearly

AUDIT AND OTHER PROFESSIONAL FEES

The following table provides information about fees for services provided by PwC (in thousands):

	Year Ended December 31,	
	2016	2015
Audit Fees	8,618	7,048 ¹
Audit-Related Fees	530	446
Tax Fees	—	16
All Other Fees ²	1,265	668
Total	10,413	8,178

¹ Excludes fees related to the Separation (e.g., PwC audit and review, as applicable, of combined and consolidated financial statements included in PayPal's registration statement on Form 10), which were borne by eBay.

² Includes approximately \$1.2 million and \$530 thousand of lease payments to PwC Russia for office space in Russia for 2016 and 2015 (post-Separation), respectively, pursuant to a sublease arrangement negotiated on an arm's-length basis.

"Audit Fees" include fees for services provided in connection with the audit of our annual financial statements, the review of our quarterly financial statements included in our quarterly reports on Form 10-Q, the audit of internal control over financial reporting, and audit services provided in connection with other regulatory or statutory filings for which we have engaged PwC.

"Audit-Related Fees" are fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements or internal control over financial reporting and are not included in "Audit Fees." These services primarily include fees for procedures in connection with our Service Organizational Control ("SOC") reports, with mergers, acquisitions, and investments, and consultation regarding financial accounting and reporting matters.

"Tax Fees" are fees for tax services, including transfer pricing consulting, tax planning and advice, and tax compliance.

"All Other Fees" are fees for permitted services performed by PwC that do not meet the "Audit Fees," "Audit-Related Fees," and "Tax Fees" category description. These services primarily include fees for consulting services, compliance-related services, and software licenses, as well as the lease payment described above.

The ARC Committee has determined that the provision of the non-audit services listed above is compatible with PwC's independence.

ARC PRE-APPROVAL POLICY

The ARC Committee has adopted a policy requiring the pre-approval of any audit and permissible non-audit services provided by PwC. Under this policy, the ARC Committee preapproves all audit and permissible non-audit services to be provided by PwC. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for a period of up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specified budget. PwC is required to report periodically to the ARC Committee regarding the extent of services provided in accordance with each pre-approval and the fees for such services provided to date. The ARC may also pre-approve particular services on a case by case basis.

Proposal 5 — Stockholder Proposal Regarding Stockholder Action by Written Consent Without a Meeting

James McRitchie and Myra K. Young, whose address is 9295 Yorkship Ct., Elk Grove, California, have advised the Company that they intend to present the following stockholder proposal at the Annual Meeting. Mr. McRitchie and Ms. Young have indicated that they hold no fewer than 50 shares of PayPal common stock, and have delegated John Chevedden to act as their agent regarding this stockholder proposal, including its presentation at the Annual Meeting. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponents.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company unless otherwise noted. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent. The stockholder proposal may contain assertions about the Company or other matters that we believe are incorrect, but we have not attempted to refute all of those assertions.

The Board Recommends a Vote **AGAINST** Stockholder Proposal 5 based on the reasons set forth in PayPal's Statement in Opposition following the stockholder proposal.

James McRitchie's and Myra K. Young's Proposal and Supporting Statement (as received)

Right to Act by Written Consent

Resolved, Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

A shareholder right to act by written consent and to call a special meeting are two complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle. Both are associated with increased governance quality and shareholder value.

A shareholder right to act by written consent is one method to equalize our limited provisions for shareholders to call a special meeting. For instance, it takes 20% of PayPal Holdings, Inc. shares outstanding to call a special meeting. Delaware law would allow 10% of shares outstanding to call a special meeting.

With a requirement of 20%, a significant percentage of PayPal shares outstanding could be disenfranchised from having any voice whatsoever on calling a special meeting.

This proposal topic won 67% support at Duke Energy Corp. and majority shareholder support at 13 major companies in a single year. Hundreds of major companies enable shareholders to act by written consent.

Please vote FOR our Right to Act by Written Consent to protect shareholder value.

James McRitchie and Myra K. Young, 9295 Yorkship Court, Elk Grove, CA 95758 sponsored this proposal.

PAYPAL'S STATEMENT IN OPPOSITION

The Board has carefully considered this proposal and, for the reasons set forth below, does not believe that it is in the best interests of PayPal and its stockholders.

The Board believes that PayPal's stockholders are best served by holding meetings in which all stockholders are provided with notice of the meeting and an opportunity to consider and discuss the proposed actions and vote their shares. PayPal's Certificate of Incorporation and Bylaws provide that special meetings of PayPal's stockholders may be called at the request of holders of 20% of PayPal's outstanding common stock. This is less than one-half of the percentage of stockholders that would be necessary to act by written consent under the proposal. Therefore, any coalition of investors proposing to act by written consent could certainly call a special meeting. This gives PayPal's stockholders a meaningful ability to propose actions for stockholder consideration between annual meetings.

All PayPal stockholders have the opportunity to participate in annual stockholder meetings and any special stockholder meetings called pursuant to the procedure described above to determine proposed actions. These stockholder meetings offer important protections and advantages that are absent from the written consent process:

- The meeting and the stockholder vote take place in a transparent manner on a specified date that is publicly announced well in advance, giving all interested stockholders a chance to express their views and cast their votes;
- The meeting provides stockholders with a forum for open discussion and consideration of the proposed stockholder action;
- Accurate and complete information about the proposed stockholder action is widely distributed in the proxy statement before the meeting, which promotes a well-informed discussion on the merits of the proposed action; and
- The Board is able to analyze and provide a recommendation with respect to actions proposed to be taken at a stockholder meeting.

In contrast, adoption of this proposal would make it possible for the holders of a bare majority of shares of PayPal common stock outstanding to take significant corporate action without any prior notice to the Company or the other PayPal stockholders, and without giving all stockholders an opportunity to consider, discuss, and vote on stockholder actions that may have important ramifications for both PayPal and its stockholders. This approach would effectively disenfranchise all of those stockholders who do not have (or are not given) the opportunity to participate in the written consent. If this proposal were implemented, proposed stockholder actions involving important decisions could be approved without the important safeguard of advance notice to all PayPal stockholders and without the benefit of enabling all PayPal stockholders to consider arguments for and against, express their views, and vote. The Board believes that the written consent procedure is more appropriate for a closely-held corporation with a small number of stockholders, and not for a widely-held public company such as PayPal.

The Board further believes that PayPal's strong corporate governance practices make adoption of this proposal unnecessary. In addition to giving stockholders the right to call special meetings, PayPal's corporate governance practices already provide transparency and accountability of the Board to all of PayPal's stockholders, and demonstrate that PayPal is responsive to stockholder concerns:

- Annual Election of Board of Directors—All of our directors are elected annually by the stockholders, and stockholders can remove directors with or without cause;
- Majority Voting—PayPal has a majority voting standard for the election of directors in uncontested elections. In addition, PayPal's Certificate of Incorporation and Bylaws provisions do not have supermajority voting provisions—stockholders can approve binding bylaw amendments with a majority vote;
- No Stockholder Rights Plan—PayPal does not have a stockholder rights plan, also known as a poison pill; and
- Stockholder Engagement—Stockholders can communicate directly with the Board and/or individual directors. In addition, PayPal regularly engages with its investors to solicit their views on executive compensation, corporate general and other important issues.

For the reasons set forth above, the Board believes that implementation of this proposal is not in the best interests of PayPal and its stockholders. The Board therefore recommends a vote **AGAINST** the proposal.

Proposal 6 — Stockholder Proposal Regarding a Sustainability Report

The Comptroller of the State of New York, Thomas P. DiNapoli, trustee of the New York State Common Retirement Fund (the “NYS Fund”) and administrative head of the New York State and Local Retirement System, whose address is 59 Maiden Lane, 30th Floor, New York, New York, has advised the Company that he intends to present the following stockholder proposal at the Annual Meeting. The Fund has indicated that it holds more than \$2,000 worth of PayPal common stock. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponent.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company unless otherwise noted. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent. The stockholder proposal may contain assertions about the Company or other matters that we believe are incorrect, but we have not attempted to refute all of those assertions.

The Board Recommends a Vote **AGAINST Stockholder Proposal 6 based on the reasons set forth in PayPal’s Statement in Opposition following the stockholder proposal.**

The NYS Fund’s Proposal and Supporting Statement (as received)

Whereas:

Managing and reporting environmental, social and governance (ESG) business practices helps companies compete in a global business environment characterized by finite natural resources, changing legislation, and heightened public expectations. Reporting allows companies to publicize and gain strategic value from existing sustainability efforts and identify emerging risks and opportunities.

ESG issues can pose significant risks to business, and without proper disclosure, stakeholders and analysts cannot ascertain whether the company is managing its ESG exposure.

More than 1,200 institutional investors managing over \$33 trillion have joined The Principles for Responsible Investment, and publicly commit to seek comprehensive corporate ESG disclosure and incorporate it into investment decisions.

The link between strong sustainability management and value creation is increasingly evident. A 2012 Deutsche Bank review of 100 academic studies, 56 research papers, two literature reviews, and four meta-studies on sustainable investing found 89% of studies demonstrated that companies with high ESG ratings show market-based outperformance, and 85% of the studies indicated that these companies experience accounting-based outperformance.

The majority of large corporations also recognize the value of sustainability reporting. As of December 2012, 53% of the S&P 500 and 57% of the Fortune 500 published a corporate sustainability report; 63% of S&P 500 reporters utilized the Global Reporting Initiative (GRI) Guidelines. According to a 2011 KPMG report, 80% of Fortune Global 250 companies produce GRI-based sustainability reports.

Bloomberg reports that the number of customers accessing ESG information on its terminals provided to investors has increased on average 47.7% annually between 2009 and 2012.

Resolved:

Shareholders request that PayPal Holdings, Inc. issue an annual sustainability report describing the company’s short- and long-term responses to ESG-related issues. The report should be prepared at a reasonable cost, omit proprietary information, and be made available to shareholders before December, 2017.

Supporting Statement:

The report should address relevant policies, practices, metrics and goals on topics such as: greenhouse gas emissions, water management, waste minimization, energy efficiency, and other relevant environmental and social impacts. The report should include objective quantitative indicators and goals relating to each issue, where feasible.

We recommend that PayPal Holdings consider using the Global Reporting Initiative’s (GRI) Sustainability Reporting Guidelines to prepare the report. The GRI is an international organization developed with representatives from business, environmental, human rights and labor communities. The Guidelines cover environmental impacts, labor practices, human rights, product responsibility, and community impacts. They provide a flexible reporting system that allows the omission of content irrelevant to company operations.

The Governance & Accountability Institute found that companies who use the GRI framework experience positive associations with inclusion in sustainability-focused stock indices, higher CDP and Bloomberg ESG Disclosure scores, and more favorable third-party disclosure transparency ratings.

PAYPAL'S STATEMENT IN OPPOSITION

We recognize the importance of environmental, social and governance (“ESG”) considerations and are committed to conducting the Company’s business in a responsible manner. However, we have carefully considered the stockholder proposal and do not believe the production of the type of formal report requested in the proposal would be a productive use of corporate resources or in the best interests of PayPal or its stockholders.

Although we are opposed to this proposal, we agree that ESG issues are an important area of focus for the Company. We operate with a strong mission and vision and set of values that are grounded in the idea that we can drive positive social impact through our business. We continue to take significant measures to ensure that PayPal acts as a responsible corporate citizen, including, but not limited to, the following:

Social

The ESG issues that are most material to PayPal relate to social impact. We are focused on improving financial participation and health for individuals and businesses, powering charitable giving to nonprofits around the world, and strengthening the communities in which we live and work. For example:

- PayPal is committed to improving financial participation and health through products such as PayPal Working Capital, which allows small- and medium-sized businesses to obtain a business loan with flexible payments, as well as Xoom, our digital international money transfer service which gives individuals a fast and affordable way to pay bills and send money to friends and family in more than 50 countries.
- We extend our impact to the microbusiness community through our partnership with Kiva. For more than a decade, PayPal has processed all loans through Kiva for free, helping their platform work at scale. With PayPal’s support, Kiva has enabled 2.3 million people to borrow more than \$954 million.
- PayPal partners with Village Capital, an organization that trains and invests in seed-stage social entrepreneurs. Together we are supporting entrepreneurs focused on democratizing access to financial services for low-wealth individuals and families around the world.
- We are committed to providing charitable organizations with the tools and technology they need to raise mission-critical funds. In 2016 alone, more than 520,000 charities globally used PayPal’s giving tools to raise funds exceeding \$7.3 billion.
- More information about our efforts to improve financial participation and health for individuals and businesses, power charitable giving to nonprofits around the world, and strengthen the communities in which we live and work can be found on our Social Innovation site at <https://www.paypal.com/us/webapps/mpp/social-innovation>. We plan to continue to update this site with additional disclosure, including details regarding the 2016 impact of our programs in this area.

Governance

We are a purpose-driven company whose beliefs are reflected in the way we do business every day. For more information please visit our Responsible Practices page at <https://www.paypal.com/us/webapps/mpp/about/responsible-practices>. One area that is of particular importance is diversity and inclusion.

- In 2016, we publicly disclosed information on the demographic makeup of our workforce for the first time and reported there was no disparity at the Company in salaries between men and women or among ethnic groups in the U.S. Our disclosure is available at <https://www.paypal.com/stories/us/building-an-inclusive-and-diverse-workforce-at-paypal>.
- We currently rank at 100% in the Human Rights Campaign Foundation’s Corporate Equality Index, a national benchmarking tool on corporate policies and practices pertinent to lesbian, gay, bisexual and transgender (LGBT) employees. The report is available at <http://www.hrc.org/campaigns/corporate-equality-index>.

In addition, we operate with strong commitments to compliance and ethics, and to privacy and security. Our Supplier Code of Business Conduct and Ethics extends these commitments across our full business community, outlining the requirements and guidelines we set forth for all suppliers, vendors and partners to ensure they reflect our values and operate responsibly.

Environmental

As a technology platform and digital payments company, our carbon footprint is relatively small. While it is not a material issue for PayPal, we are focused on, and work actively to reduce, our environmental impact. For example:

- Our corporate headquarters include the first building in San Jose, California designed and built according to the U.S. Green Building Council’s Leadership in Energy and Environmental Design (“LEED”) Gold Standard for new construction. This building was designed and constructed using an integrated approach that incorporates, among other features, the use of recycled content in building materials, water-efficient fixtures, and energy-efficient technologies.
- Our corporate headquarters also feature:
 - a 650 kW solar installation, the largest solar installation in San Jose, California at the time of its installation and expected to offset over 37 million pounds of CO₂ through 2038 (the equivalent of planting 322 acres of trees);
 - an array of five 100kW Bloom Energy fuel cells connected to our LEED Gold-certified building, which generate clean power onsite and offset approximately one-half of the building load; and

- onsite waste separation for compostables and recycling waste diversion.
- Approximately one-half of PayPal's data center footprint is powered by renewable power.
- We actively promote alternative transportation methods, including an employee "Bike to Work" Incentive, a Company-managed employee carpool program to facilitate in-house ride sharing, and a mass transit reimbursement program.

Although we recognize the importance of ESG considerations and are committed to conducting our business in a socially responsible manner, we believe this proposal fails to recognize or convey the burdens that issuing an annual sustainability report based on the requirements outlined in the proposal would impose on the Company. The recommendations for reporting guidelines outlined in the proposal significantly exceed any requirements of the SEC, and would require us to develop and maintain the infrastructure required to collect and assess the necessary information. Ultimately, implementing this infrastructure and preparing and issuing this type of report would require substantial time and expense without material benefit to our stockholders. Compiling this information would also direct corporate resources away from activities that increase stockholder value and our social impact initiatives. Our Board also believes that the preparation of the report would not result in any change to our established commitment to ESG issues or to conducting our business in a socially responsible manner.

In light of the measures that PayPal has already taken to maintain and communicate our role as a responsible corporate citizen, and in light of the substantial cost and the use of corporate resources necessary to prepare a sustainability report as requested by the proposal, we believe that the report would not be beneficial to PayPal or to our stockholders. The Board therefore recommends a vote **AGAINST** the proposal.

Proposal 7 — Stockholder Proposal Regarding a “Net-Zero” Greenhouse Gas Emissions Report

Amalgamated Bank’s LongView LargeCap 500 Index Fund, whose address is 275 Seventh St., New York, NY 10001 (the “Fund”), and Baldwin Brothers, Inc., whose address is 204 Spring Street, Marion, Massachusetts, on behalf of Dylan Sage, have advised the Company that they intend to present the following stockholder proposal at the Annual Meeting. The Fund and Mr. Sage have respectively indicated that they each hold more than \$2,000 worth of PayPal common stock. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponents.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company unless otherwise noted. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponents. The stockholder proposal may contain assertions about the Company or other matters that we believe are incorrect, but we have not attempted to refute all of those assertions.

The Board Recommends a Vote **AGAINST** Stockholder Proposal 7 based on the reasons set forth in PayPal’s Statement in Opposition following the stockholder proposal.

The Fund and Mr. Sage’s Proposal and Supporting Statement (as received)

RESOLVED: The shareholders ask the Board of Directors of PayPal Holdings, Inc. (the “Company”) to prepare a report to shareholders that evaluates the feasibility of the Company achieving by 2030 “net-zero” emissions of greenhouse gases from parts of the business directly owned and operated by the Company, including any executive and administrative offices, data centers, product development offices, fulfillment centers and customer service offices, as well as the feasibility of reducing other emissions associated with the Company’s activities. The report should be done at reasonable expense and may exclude confidential information.

SUPPORTING STATEMENT

In 2015, 196 parties at the U.N. Climate Change Conference agreed to limit climate change to an average global warming of 2 degrees Celsius above pre-industrial temperatures, with a goal of limiting it to 1.5 degrees Celsius. The Intergovernmental Panel on Climate Change states that to reach this goal, CO₂ emissions must fall to zero by 2040 to 2070, and scientists agree that reaching the Paris Agreement’s 1.5 degrees goal means that the world must reach net-zero greenhouse gas (“GHG”) emissions by 2030 to 2050, sooner than is currently planned by most corporations and nations.

Achieving net-zero emissions essentially means a reduction in the level of greenhouse gases emitted on an annual basis to a level roughly equal to the amount of renewable energy created by an individual entity. We believe that achieving this goal is important for companies generally to achieve long-term shareholder value. We believe that the Company should be a leader in this area, given its prominent role in the new technology economy.

In implementing this proposal, the Company may wish to consider The Greenhouse Gas Protocol, prepared by World Business Council for Sustainable Development and the World Resources Institute, which provides a useful guide for quantifying and reporting corporate GHG emissions. That Protocol identifies two types of emissions, which are covered by this proposal:

- *Direct Emissions*, which occur from sources owned or controlled by the company, e.g., company-owned buildings or facilities; and
- *Electricity Indirect Emissions*, which are emissions from electricity purchased and consumed by the company.

The Protocol identifies a third category of other emissions, also covered by this proposal, namely, emissions that are a consequence of a company’s activities, but that stem from sources not owned or controlled by the company, e.g., employee business travel, commuting, product end-of-life disposal.

We believe that offsets should be permanent and represent emission reductions that would not likely have occurred in the ordinary course of events. In addition, offsets should represent carbon abatement that is not double counted because it is being counted by another party. Any offsets should account for leakage, i.e., deducting material increases in emissions elsewhere that nullify or reduce the abatement. Finally, we believe that information about offsets should be available publicly to interested parties and independently audited.

We urge you to vote FOR this proposal.

PAYPAL'S STATEMENT IN OPPOSITION

We recognize the importance of environmental considerations and are committed to conducting the Company's business in an environmentally responsible manner. However, we have carefully considered the stockholder proposal and do not believe the production of the type of formal report requested in the proposal would be a productive use of corporate resources or in the best interest of PayPal or its stockholders.

As a technology platform and digital payments company, our carbon footprint is relatively small. While it is not a material issue for PayPal, we are focused on, and work actively to, reduce our environmental impact. For example:

- Our corporate headquarters include the first building in San Jose, California designed and built according to the U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") Gold Standard for new construction. This building was designed and constructed using an integrated approach that incorporates, among other features, the use of recycled content in building materials, water-efficient fixtures, and energy-efficient technologies.
- Our corporate headquarters also feature:
 - a 650 kW solar installation, the largest solar installation in San Jose, California at the time of its installation and expected to offset over 37 million pounds of CO₂ through 2038 (the equivalent of planting 322 acres of trees);
 - an array of five 100kW Bloom Energy fuel cells connected to our LEED Gold-certified building, which generate clean power onsite and offset approximately one-half of the building load; and
 - onsite waste separation for compostables and recycling waste diversion.
- Approximately one-half of PayPal's data center footprint is powered by renewable power.
- We actively promote alternative transportation methods, including an employee "Bike to Work" Incentive, a Company-managed employee carpool program to facilitate in-house ride sharing, and a mass transit reimbursement program.

We believe that the proposal fails to recognize or convey the significant burdens that issuing a report assessing the feasibility of achieving net-zero emissions by 2030 would impose on the Company. The proposal recommends that the Company issue a report based on The Greenhouse Gas Protocol prepared by World Business Council for Sustainable Development, which is neither an industry standard nor a widely accepted practice for companies like us. The protocol significantly exceeds any requirements of the SEC, and would require us to greatly expand the types and volume of information that we currently gather and analyze. Implementing the infrastructure necessary to collect and assess this information would require the allocation of significant resources and entail considerable expense. Ultimately, preparing and issuing the type of reporting recommended by the proposal is unduly burdensome and the substantial time and expense required would not result in any material benefit to our stockholders. Compiling this information would also direct corporate resources away from activities that increase stockholder value. Our Board also believes that the preparation of the report would not cause us to modify our commitment to environmental issues or to conducting our business in an environmentally responsible manner.

In light of the measures that PayPal has already taken to maintain and communicate our role as a responsible corporate citizen on environmental matters, and in light of the substantial cost and the use of corporate resources necessary to prepare a "net-zero" greenhouse gas emissions report as requested by the proposal, we believe that the report would not be beneficial to PayPal or our stockholders. The Board therefore recommends a vote **AGAINST** the proposal.

Other Information

Questions and Answers

PROXY MATERIALS

1. Why did I receive these proxy materials?

The Board has made these materials available to you on the Internet or, upon your request, has delivered printed proxy materials to you, in connection with the solicitation of proxies by the Company for use at our Annual Meeting, which will take place exclusively online on May 24, 2017. You are receiving these materials because you were a stockholder at the close of business on April 5, 2017, the record date, and are entitled to vote at the Annual Meeting. This proxy statement and our 2016 Annual Report on Form 10-K, together with a proxy card or voting instruction form, are being mailed to stockholders beginning on or about April 13, 2017.

2. What is included in the proxy materials?

The proxy materials include:

- Our proxy statement for the Annual Meeting, which includes information that we are required to provide to you under SEC rules and that is designed to assist you in voting your shares; and
- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

If you received a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction form for the Annual Meeting. If you received a "Notice of Internet Availability of Proxy Materials" (described below) instead of a paper copy of the proxy materials, see Question 10 below for information regarding how you can vote your shares.

3. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

We are distributing our proxy materials to certain stockholders over the Internet under the "notice and access" approach in accordance with SEC rules. As a result, we are mailing to many of our stockholders a "Notice of Internet Availability of Proxy Materials" ("Notice") of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the Notice will have the ability to access the proxy materials over the Internet and request to receive a paper copy of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. In addition, the Notice contains instructions on how you may request access to proxy materials in printed form by mail or electronically on an ongoing basis.

This approach conserves natural resources and reduces our printing and distribution costs, while providing a timely and convenient method of accessing the materials and voting. On April 13, 2017, we mailed the Notice to participating stockholders, containing instructions on how to access the proxy materials on the Internet.

4. How can I access the proxy materials over the Internet?

Your Notice, proxy card or voting instruction card will contain instructions on how to:

- view our proxy materials for the annual meeting on the Internet; and
- instruct us to send our future proxy materials to you electronically by e-mail.

Our proxy materials are also available on our website at <https://investor.paypal-corp.com/annuals-proxies.cfm> and our proxy materials will be available during the voting period starting on April 13, 2017.

Instead of receiving future copies of our proxy statements and annual reports by mail, stockholders of record and most beneficial owners can elect to receive an email that will provide an electronic link to these documents. Choosing to receive your proxy materials by email will save us the cost of printing and mailing documents to you and reduce the environmental impact of our annual meetings of stockholders. Your election to receive future proxy materials by email will remain in effect until you revoke it.

Stockholder of Record

If you vote on the Internet, simply follow the prompts to enroll in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to <https://investor.paypal-corp.com/annuals-proxies.cfm> and following the enrollment instructions.

Beneficial Owner

If you hold your shares in a brokerage account or through a broker, bank, or other nominee, you also may be able to receive copies of these documents electronically. Please check the information provided in the proxy materials sent to you by your broker, bank or other nominee regarding the availability of this service.

5. How may I obtain a paper copy of the proxy materials?

Stockholders who receive a paper copy of the Notice will find instructions about how to obtain a paper copy of the proxy materials on the Notice. Stockholders who receive the Notice by email will find instructions about how to obtain a paper copy of the proxy materials as part of that email. All stockholders of record who do not receive a Notice by paper copy or email will receive a paper copy of the proxy materials by mail.

6. I share an address with another stockholder and we received only one paper copy of the proxy materials or Notice. How may I obtain an additional copy?

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to multiple stockholders who share the same address unless we received contrary instructions from one or more of the stockholders. This procedure reduces our printing and mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards.

Upon written request, we will deliver promptly a separate copy of the Notice and, if applicable, the proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of the Notice and, if applicable, the proxy materials, stockholders of record may contact Broadridge Financial Solutions, Inc. at:

- By Internet: www.proxyvote.com
- By telephone: 1-800-579-1639
- By email: sendmaterial@proxyvote.com

Additionally, stockholders who share the same address and receive multiple copies of the Notice can request a single Notice by contacting us at the address, email address or telephone number above.

Beneficial owners of shares may contact their brokerage firm, bank, broker-dealer or other nominee to request information about householding.

VOTING INFORMATION**7. What proposals will be voted on at the Annual Meeting? How does the Board recommend that I vote? What is the voting requirement to approve each of the proposals? What effect will abstentions and broker non-votes have?**

Proposal	Voting Options	Board Recommendation	Vote Required to Adopt the Proposal	Effect of Abstentions	Effect of Broker Non-Votes*
Item 1: Election of the nine directors nominees identified in the proxy statement to hold office until our 2018 Annual Meeting of Stockholders.	For, Against or Abstain on each nominee	FOR each nominee	Majority of votes cast for such nominee	No effect	No effect
Item 2: Advisory vote to approve the compensation of our named executive officers.	For, Against or Abstain	FOR	Majority of shares represented in person or by proxy at the Annual Meeting and entitled to vote	Treated as votes Against	No effect
Item 3: Approval of the amendment to our Amended and Restated Certificate of Incorporation to increase the number of stockholder who may, for proxy access purposes, aggregate their holdings from 15 to 20.	For, Against or Abstain	FOR	Majority of shares outstanding and entitled to vote	Treated as votes Against	Treated as votes Against
Item 4: Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2017.	For, Against or Abstain	FOR	Majority of shares represented in person or by proxy at the Annual Meeting and entitled to vote	Treated as votes Against	Brokers have discretion to vote
Items 5-7: Stockholder proposals regarding: (5) stockholder written consent without a meeting; (6) a sustainability report; and (7) a "net-zero" greenhouse gas emissions report.	For, Against or Abstain	AGAINST	Majority of shares represented in person or by proxy at the Annual Meeting and entitled to vote	Treated as votes Against	No effect

* See Question 13 below for additional information on broker non-votes.

8. What shares can I vote?

Each share of PayPal common stock issued and outstanding as of the close of business on April 5, 2017, the record date for the Annual Meeting, is entitled to cast one vote per share on all items being voted on at the Annual Meeting. You may vote all shares of PayPal common stock that you owned as of the record date, including shares held (1) directly in your name as the stockholder of record, including shares purchased or acquired through PayPal's equity incentive plans, and (2) for you as the beneficial owner through a broker, bank, trustee, or other nominee.

On the record date, 1,201,129,411 shares of common stock were issued and outstanding and entitled to vote.

9. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most PayPal stockholders hold their shares as a beneficial owner through a bank, broker or other nominee rather than directly in their own name. As summarized below, there are some important distinctions between shares held of record and those owned beneficially.

Stockholder of Record

If your shares are registered directly in your name with PayPal's transfer agent, Computershare Shareowner Services LLC, you are considered the stockholder of record with respect to those shares. The Notice and proxy statement and any accompanying documents, if applicable, have been provided directly to you by PayPal.

Beneficial Owner

If your shares are held in a brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of those shares (this is also commonly referred to as holding shares in "street name"). Accordingly, the Notice and proxy statement and any accompanying documents, if applicable, have been provided to your broker, bank, or other holder of record, who in turn provided the materials to you. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card or by following their instructions for voting on the Internet or by telephone.

10. How do I vote?

Stockholders may vote by Internet, telephone, mail, or in person by attending the virtual Annual Meeting by webcast. Please make sure that you have your Notice, proxy card or voting instruction form available and carefully follow the instructions.

Stockholder of Record

By Internet: vote your shares online at www.proxyvote.com.

By telephone: call (800) 690-6903 or the telephone number on your proxy card

By mail: complete, sign and date your proxy card and return it in the postage-paid envelope

Internet and telephone voting are available 24 hours a day and will close at 11:59 p.m. Eastern Time on Tuesday, May 23, 2017.

Live at the virtual Annual Meeting: participate in the Annual Meeting online at pypl.onlineshareholdermeeting.com and vote your shares during the Annual Meeting. You will need the 16-digit control number included with these proxy materials to participate in the Annual Meeting.

Beneficial Owner

By Internet: vote your shares online at www.proxyvote.com

By telephone: call (800) 690-6903 or the telephone number on your voting instruction form

By mail: mark, date and sign your voting instruction form and return it in the postage-paid envelope

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Live at the virtual Annual Meeting: participate in the Annual Meeting online at pypl.onlineshareholdermeeting.com and vote your shares during the Annual Meeting. You will need the 16-digit control number included with these proxy materials to participate in the Annual Meeting.

11. What can I do if I change my mind after I vote my shares?

If you are the stockholder of record, you may revoke your proxy at any time before it is voted at the Annual Meeting by:

- sending written notice of revocation to our Corporate Secretary;
- submitting a revised proxy by Internet, telephone, or paper ballot after the date of the revoked proxy; or
- voting in person by attending the virtual Annual Meeting by webcast.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other nominee. Because you are not the stockholder of record, you may not vote your shares at the virtual Annual Meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote the shares at the Annual Meeting. Your shares will be voted according to the most recent instructions you provide.

12. What if I return my proxy card but do not provide voting instructions?

If you are a stockholder of record and you return your signed proxy card without giving specific voting instructions, your shares will be voted as recommended by the Board (see Question 7 above).

13. What if I am a beneficial owner and do not give voting instructions to my broker?

If you are a beneficial owner of shares, your broker, bank or other nominee is not permitted to vote on your behalf on the election of directors and other matters to be considered at the Annual Meeting (except ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2017), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares on the Internet or by

telephone. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a “broker non-vote” and will have no effect on the Proposals described above except for Proposal 4 (see Question 7 above). For your vote to be counted, you will need to communicate your voting decision to your broker, bank or other nominee before the date of the Annual Meeting.

14. What constitutes a quorum?

A majority of the shares of PayPal common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum for purposes of adopting proposals at the Annual Meeting. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

15. Who will bear the cost of soliciting votes for the Annual Meeting?

We bear all expenses incurred in connection with the solicitation of proxies. We have engaged D.F. King & Co., Inc. to assist us in distributing proxy materials and soliciting proxies for a fee of \$15,000, plus reasonable out-of-pocket expenses. We will reimburse brokerage houses and other custodians, fiduciaries, and nominees for their reasonable out-of-pocket expenses for forwarding proxy materials to beneficial owners of shares. Our directors, officers and employees may solicit proxies in person, by mail, by telephone, or by electronic communication, but they will not receive any additional compensation for these activities.

16. What happens if additional matters are presented at the Annual Meeting?

Other than the seven items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Daniel H. Schulman, John D. Rainey, A. Louise Pentland and Brian Y. Yamasaki, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If, for any reason, any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

17. Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We will publish the final voting results in a Current Report on Form 8-K within four business days following the Annual Meeting.

ATTENDING THE ANNUAL MEETING

18. How can I attend the Annual Meeting?

The Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively by webcast. You are entitled to participate in the annual meeting only if you were a PayPal stockholder as of the close of business on April 5, 2017, the record date, or if you hold a valid proxy for the annual meeting.

You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting pypl.onlineshareholdermeeting.com. You also will be able to vote your shares by attending the virtual Annual Meeting online.

To participate in the annual meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Stockholders who wish to submit a question to PayPal prior to the Annual Meeting may do so at www.proxyvote.com. Stockholders will need the 16-digit control number to submit a question.

The online meeting will begin promptly at 8:00 a.m., Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 7:45 a.m., Pacific Time, and you should allow ample time for the check-in procedures.

19. Why are you holding a virtual meeting instead of a physical meeting?

We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders and our Company. We believe that hosting a virtual meeting will enable more of our stockholders to attend and participate in the meeting since our stockholders can participate from any location around the world with Internet access.

20. What is the deadline to propose actions for consideration at next year’s Annual Meeting of Stockholders or to nominate individuals to serve as directors?

Stockholder Proposals: Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the 2018 Annual Meeting of Stockholders (“2018 Annual Meeting”) by submitting their proposals in writing to PayPal’s Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2018 Annual Meeting, our Corporate Secretary must receive the written proposal at our principal executive offices no later than December 14, 2017. If we hold our 2018 Annual Meeting more than 30 days before or after the one-year anniversary date of the Annual Meeting, we will disclose the new deadline by which stockholder proposals must be received by any means reasonably determined to inform stockholders. In addition, stockholder proposals must otherwise comply with the requirements of Rule 14a-8 under the Exchange Act, and with the SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to Corporate Secretary, PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131.

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our Bylaws provide that the only business that may be conducted at an annual meeting is business that is (1) brought before the meeting by the Company and specified in the notice of a meeting given by or at the direction of our Board, (2) brought before the meeting by or at the direction of our Board, or (3) otherwise properly brought before the meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our Bylaws. To be timely for our 2018 Annual Meeting, our Corporate Secretary must receive the written notice by overnight express courier or registered mail, return receipt requested, at our principal executive offices:

- not earlier than the close of business on January 24, 2018, and
- not later than the close of business on February 23, 2018.

If we hold our 2018 Annual Meeting more than 30 days before or more than 60 days after the one-year anniversary of our 2017 Annual Meeting, our Corporate Secretary must receive the written notice at our principal executive offices:

- not earlier than the close of business on the 120th day prior to the 2018 Annual Meeting, and
- not later than the close of business on the 90th day prior to the 2018 Annual Meeting or, if later, the 10th day following the day on which public disclosure of the 2018 Annual Meeting was first made.

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear virtually (for a virtual annual meeting) or in person (for a physical annual meeting) to present his or her proposal at such meeting, we are not required to present the proposal for a vote at such meeting.

Nomination of Director Candidates: You may propose director candidates for consideration by our Governance Committee. Any such recommendations should include the nominee's name and qualifications for membership on our Board, and should be directed to our Corporate Secretary at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see "Proposal 1—Election of Directors—Consideration of Director Nominees—Stockholder Recommendations and Nominations" on page 13 of this proxy statement.

In addition, our Bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our Bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our Bylaws, which, in general, require that our Corporate Secretary receive the notice within the time period described above under "Stockholder Proposals" for stockholder proposals that are not intended to be included in our proxy statement.

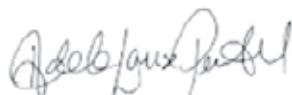
We advise you to review our Bylaws, which contain these and other requirements with respect to advance notice of stockholder proposals and director nominations, including certain information that must be included concerning the stockholder and each proposal and nominee. Our Bylaws were filed with the SEC on Form 8-K on July 20, 2015, and are available at <https://investor.paypal-corp.com/annuals-proxies.cfm>. You may also contact our Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for submitting stockholder proposals and nominating director candidates.

Other Matters

The Board is not aware of any other matters that will be presented for consideration at the Annual Meeting. However, if any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy intend to vote on those matters in accordance with their best judgment.

The Chair of the Annual Meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with our Bylaws.

By Order of the Board of Directors



A. Louise Pentland
Executive Vice President, Chief Business Affairs and Legal Officer
Dated: April 13, 2017

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____
Commission file number 001-36859

PayPal Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-2989869
(I.R.S. Employer
Identification No.)

2211 North First Street
San Jose, California
(Address of Principal Executive Offices)

95131
(Zip Code)

(408) 967-1000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Securities Exchange Act of 1934:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2016, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$41.0 billion based on the closing sale price as reported on The NASDAQ Global Select Market.

As of February 2, 2017, there were 1,207,583,234 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates information by reference from the definitive proxy statement for the registrant's Annual Meeting of Stockholders expected to be held in May 2017.

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Presentation of Information

On July 17, 2015, PayPal Holdings, Inc. (“PayPal Holdings”) became an independent publicly traded company through the pro rata distribution by eBay Inc. (“eBay”) of 100% of the outstanding common stock of PayPal Holdings to eBay’s stockholders (which we refer to as the “separation” or the “distribution”). For additional information, see “Business — Separation from eBay Inc.” To accomplish this separation, in January 2015, eBay incorporated PayPal Holdings, Inc., which ultimately became the parent of PayPal, Inc. and holds directly or indirectly all of the assets and liabilities associated with PayPal, Inc. Unless otherwise expressly stated or the context otherwise requires, references to “we,” “our,” “us,” “the Company” or “PayPal” refer to PayPal Holdings, Inc. and its consolidated subsidiaries or, in the case of information as of dates or for periods prior to our separation from eBay, the consolidated entities of the payments business of eBay, including PayPal, Inc. and certain other assets and liabilities that were historically held at the eBay corporate level, but were specifically identifiable and attributable to the payments business, and references to our “Payments Platform” mean our combined payment solution capabilities, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and Paydiant products.

References in this Annual Report on Form 10-K to “eBay” refer to eBay Inc., a Delaware corporation, and its consolidated subsidiaries, which prior to the separation and distribution, but not after such date, included the business and operations of PayPal.

Trademarks, Trade Names and Service Marks

PayPal owns or has rights to use the trademarks, service marks and trade names that it uses in conjunction with the operation of its business. Some of the more important trademarks that PayPal owns or has rights to use that appear in this Annual Report on Form 10-K include: PayPal®, PayPal Credit®, Braintree, Venmo and Xoom, which may be registered or trademarked in the United States and other jurisdictions. PayPal’s rights to some of these trademarks may be limited to select markets. Each trademark, trade name or service mark of any other company appearing in this Annual Report on Form 10-K is, to PayPal’s knowledge, owned by such other company.

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Part I

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements that involve expectations, plans or intentions (such as those relating to future business, future results of operations or financial condition, new or planned features or services, or management strategies). You can identify these forward-looking statements by words such as “may,” “will,” “would,” “should,” “could,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” “plan” and other similar expressions. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those discussed in “Item 1A. Risk Factors” of this Annual Report on Form 10-K, as well as in our consolidated financial statements, related notes, and the other information appearing elsewhere in this report and our other filings with the Securities and Exchange Commission (“SEC”). We do not intend, and undertake no obligation, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. You should read the information in this report in conjunction with the audited consolidated financial statements and the related notes that appear elsewhere in this report.

Item 1. Business

OVERVIEW

PayPal Holdings, Inc. was incorporated in Delaware in January 2015 and is a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. Our vision is to democratize financial services, as we believe that managing and moving money is a right for all people, not just the affluent. Our goal is to increase our relevance for consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform and using any device. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and Paydiant products, compose our proprietary Payments Platform.

We operate a two-sided proprietary global technology platform that links our customers, both merchants and consumers, around the globe to facilitate the processing of payment transactions, allowing us to connect millions of merchants and consumers worldwide. We offer our customers the flexibility to use their account to both purchase and be paid for goods, as well as to transfer and withdraw funds. We enable consumers to more safely exchange funds with merchants using a variety of funding sources, which may include a bank account, a PayPal account balance, a PayPal Credit account, a credit and debit card or other stored value products such as coupons and gift cards. Our PayPal, Venmo and Xoom products also make it safer and simpler for friends and family to transfer funds to each other. We offer merchants an end-to-end payments solution that provides authorization and settlement capabilities, as well as instant access to funds. We help merchants connect with their customers and manage risk. We enable consumers to engage in cross-border shopping and merchants to extend their global reach while reducing the complexity and friction involved in enabling overseas and cross-border trade.

We generate revenues by charging fees for providing transaction processing and other payment-related services, primarily based on the volume of activity processed through our Payments Platform. We generally do not charge consumers to fund or draw from their accounts; however, we generate revenue from consumers on fees charged to exchange currencies. We also earn revenue by providing value added services to consumers and merchants, such as our PayPal Credit and gateway services. Our gateway services include our Payflow Gateway services and Braintree Gateway service that enable merchants to accept payments online with credit or debit cards. Our gateway services provide the technology that links a merchant’s website to its processing network and merchant account.

STRATEGY

Our ability to grow revenue is affected by, among other things, consumer spending patterns, merchant and consumer adoption of digital payment methods other than cash, the expansion of multiple commerce channels, the growth of mobile devices and merchant applications on those devices, the growth of consumers globally with Internet and mobile access, the pace of transition from cash and checks to digital forms of payment, our share of the digital payments market, and our ability to innovate new methods of payment that merchants and consumers value. Our strategy to drive growth in our business includes the following:

- **Growing our core:** through expanding our global capabilities, customer base and scale, increasing our customers use of our products and services by better addressing their everyday needs related to accessing, managing and moving money and expanding the adoption of our solutions by new merchants and consumers;
- **Expanding our value proposition for customers:** by focusing on trust and simplicity, providing risk management and insights from our two-sided Payments Platform and being technology and platform agnostic;
- **Extending through strategic partnerships:** by building new strategic partnerships to provide better experiences for our customers, such as offering greater choice and flexibility, to acquire new customers and reinforce our role in the ecosystem; and
- **Seeking new areas of growth:** through new international markets around the world and focusing on innovation both in the digital and the physical world.

KEY PERFORMANCE METRICS

Our 2016 Key Performance Metrics



Expanding Our Base:

Active Customer Accounts of **197 Million****Up 10%** from 2015

Driving Customer Engagement:

6.1 Billion Payment Transactions**Up 24%** from 2015

Gaining Share:

Total Payment Volume of **\$354 Billion****Up 26%** from 2015

We measure the relevance of our products to our customers, and therefore the success of our business, through active customer accounts, payment volume and payment transactions:

Active Customer Accounts: An active customer account is a registered account that successfully sent or received at least one payment or payment reversal through our Payments Platform, excluding transactions processed through our gateway and Paydiant products, in the past 12 months. As of December 31, 2016, we had approximately 197 million active customer accounts across more than 200 markets. A market is a geographic area or political jurisdiction, such as a country, territory, or protectorate, in which we offer our services. A country, territory or protectorate is identified by a distinct set of laws and regulations.

Total Payment Volume (“TPV”): TPV is the value of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products.

Number of Payment Transactions: Number of payment transactions is defined as the total number of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products.

OUR STRENGTHS

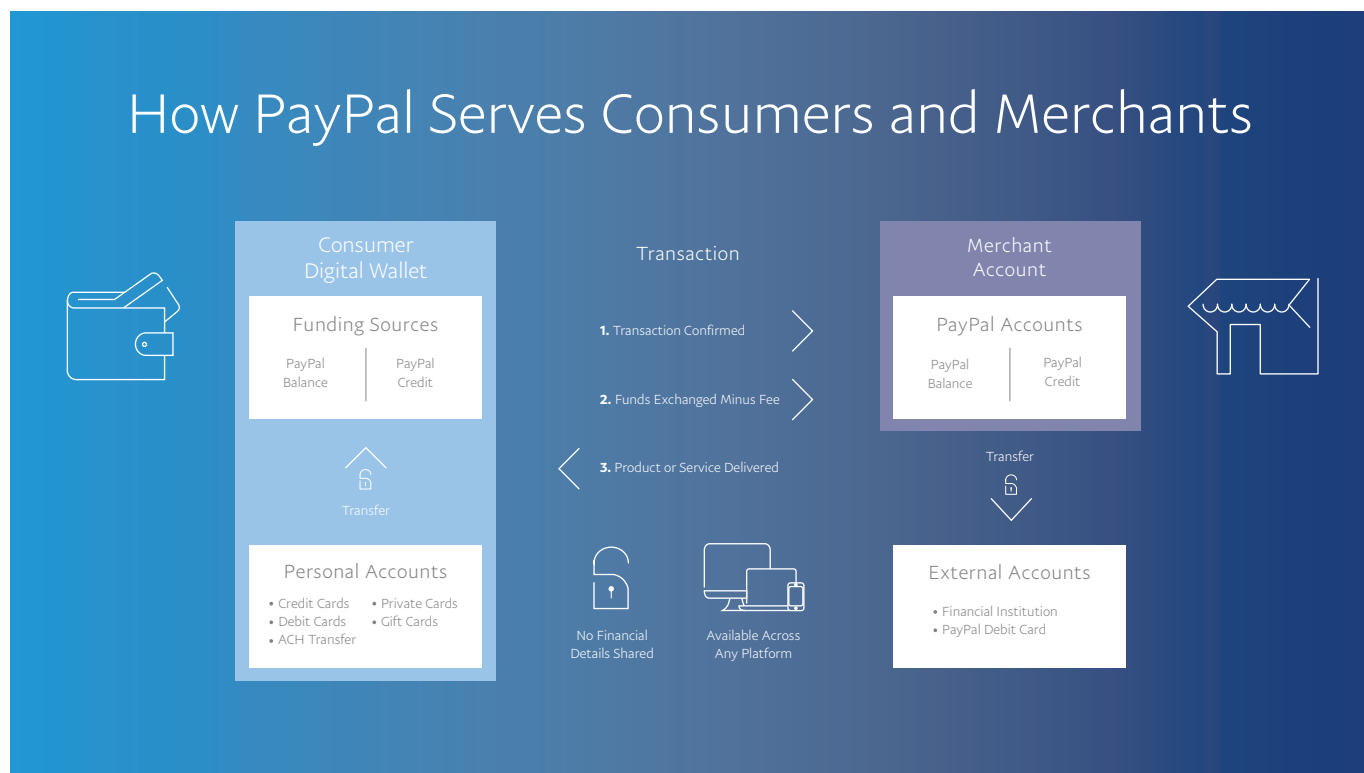
Our business is built on a strong foundation designed to differentiate us from our competitors and drive growth. We believe that our competitive strengths include the following:

- **Two-sided Platform** — our platform connecting merchants and consumers enables PayPal to offer unique end-to-end product experiences while gaining valuable insights into customer behavior through our data. Our platform provides for simple digital and mobile transactions while being both brand and technology agnostic.
- **Scale** — our global scale allows us to drive organic growth. As of December 31, 2016, we had 197 million active customer accounts which included 15 million active merchant accounts, and in 2016, we processed \$354 billion of TPV in more than 200 markets around the world.
- **Brand** — we have built a well-recognized and trusted brand. Our marketing efforts play an important role in building brand visibility, usage and overall preference among customers.
- **Risk Management** — our risk management system and tokenization usage are designed to keep our customers safer and to process legitimate transactions around the world while minimizing illegal, high-risk, or fraudulent transactions.
- **Regulatory** — we believe that our regulatory licenses, which give us the ability to operate in markets around the world, are a clear advantage and support business growth.

TECHNOLOGY

Our Payments Platform utilizes a combination of proprietary technologies and services as well as technologies and services provided by third parties to efficiently and securely facilitate transactions between millions of merchants and consumers worldwide across different channels, markets and networks. Our Payments Platform connects with financial institutions around the world and allows consumers to make purchases using a broad range of payment methods, regardless of where a merchant is located. Consumers who use our Payments Platform can engage in cross-border shopping by sending payments in more than 200 markets across the globe and in more than 100 currencies, withdraw funds to their bank accounts in 56 currencies and hold balances in their PayPal accounts in 25 currencies.

A transaction on our Payments Platform can involve multiple participants in addition to us: a merchant, a consumer and the consumer's funding source provider. The following diagram illustrates a typical payment transaction between a consumer and a merchant using our PayPal product on our Payments Platform:



We have developed intuitive user interfaces, customer tools on our Payments Platform, transaction processing, database and network applications that help our customers to utilize our suite of products and services. Our Payments Platform, open application programming interfaces, and developer tools are designed to enable developers to innovate with ease and to offer robust applications to a global ecosystem of merchants and consumers, while at the same time maintaining the security of our customers' financial information.

The technology infrastructure supporting our Payments Platform simplifies the storage and processing of large amounts of data, eases the deployment and operation of large-scale global products and services, and automates much of the administration of large-scale clusters of computers. Our technology infrastructure has been designed around industry-standard architectures to reduce downtime in the event of outages or catastrophic occurrences. Our Payments Platform incorporates multiple layers of protection, both for continuity and system redundancy purposes and to help address cyber-security challenges. We engage in multiple efforts to protect our technology infrastructure and Payments Platform against these challenges, including regularly testing our systems to address potential vulnerabilities. We strive to continually improve our technology infrastructure and Payments Platform to enhance the customer experience and to increase efficiency, scalability, and security.

CONSUMER AND MERCHANT PAYMENT SOLUTIONS

Our combined payment solution capabilities were built to offer our customers, both consumers and merchants, a broad range of products and services in the digital and mobile age, allowing our consumers to make seamless transactions across different markets and networks while enabling our merchants to safely and simply receive payments from their customers.

We partner with our merchants to help grow and expand their businesses by improving sales conversion, providing global reach, offering alternative payment methods, reducing losses through proprietary protection programs, and leveraging data analytics.

Online and mobile merchants can onboard quickly with PayPal and are not required to invest in new or specialized hardware. For our standard service, we do not charge merchants setup or recurring fees. We offer credit products to certain small and medium-sized merchants through our PayPal Working Capital (“PPWC”) product which, for a fee, allows them to borrow a certain percentage of their annual payment volume processed by PayPal. We believe that our PPWC product allows us to deepen our engagement with our small and medium-sized business merchants by providing them capital to grow their business that they may not otherwise have effective or efficient access to from banks or other lending providers.

PayPal is a popular form of payment for mobile commerce, and our business has grown with the increased adoption of mobile devices. Our Braintree products strengthen our position in mobile payments and extend our coverage to a new class of retailers that offer their services primarily through mobile applications. Through a single Braintree integration, a merchant can begin accepting payments with credit or debit cards, PayPal, Android Pay, Apple Pay, digital currencies such as Bitcoin, or other payment solutions. We also offer gateway services including our Payflow Gateway services and Braintree Gateway service that enable merchants to accept payments online with credit or debit cards. Our gateway services provide the payment gateway technology that links a merchant’s website to its processing network and merchant account.

We focus on providing affordable consumer products intended to democratize access to and movement of money. We offer our customers the flexibility to use their account to both purchase and be paid for goods, as well as transfer and withdraw funds. We enable consumers to more safely exchange funds with merchants using a variety of financial resources, which may include a bank account, a PayPal account balance, a PayPal Credit account, a credit or debit card or other stored value products such as coupons and gift cards. We generally do not charge consumers to fund or draw from their accounts; however, we generate revenue from consumers on fees charged to exchange currencies and on interest and fees from our PayPal Credit products. We offer our PayPal Credit product to consumers as a potential funding source at checkout. Once a consumer is approved for credit, PayPal Credit is made easily available as a funding source in their account. We believe that our consumer credit products allow us to increase engagement with both consumers and merchants on our two-sided network as well as differentiate ourselves from rival payment processors by helping merchants drive incremental sales through products like PayPal Credit. We are responsible for all servicing functions related to all of our credit products. In the U.S., all credit originated through our PayPal Credit and PPWC products is currently extended through third-party financial institutions with whom we partner, and from whom we purchase the related receivables. For our consumer credit products outside the U.S., we extend credit through our Luxembourg banking subsidiary. For our merchant credit products outside the U.S., we extend working capital advances in the U.K. through our Luxembourg banking subsidiary, and we extend working capital advances in Australia through an Australian subsidiary. We continue to evaluate partnerships and third-party sources of funding of our credit portfolio, including, but not limited to, commercial banks, securitization markets, private equity firms and sovereign wealth funds.

We offer consumers person-to-person (“P2P”) payment solutions through our PayPal website and mobile application, Venmo and Xoom. Our Venmo app in the U.S. is a leading mobile application used to move money between friends and family with their mobile device. Xoom is an international money transfer service that enables our customers to send money to, pay bills for and send prepaid mobile phone reloads for family and friends around the world in a secure, fast and cost-effective way, using their mobile device or personal computers. P2P is a significant customer acquisition channel with network effects that help to establish relationships with potential PayPal users by allowing them to join our Payments Platform at the time of making or receiving payments, which drives organic customer-driven growth.

PROTECTING MERCHANTS AND CONSUMERS

Protecting merchants and consumers on our Payments Platform from financial and data loss is imperative to successfully competing in the payments industry and growing our business sustainably. The risk to merchants and consumers (and their payments partners) from fraudulent activities, such as account takeover, identity theft and counterparty malicious activities, is growing. We provide merchants and consumers with protection programs on most purchase transactions completed through our Payments Platform, except for transactions using our gateway and Paydiant products. We believe that these programs, which protect both merchants and consumers from financial and data loss primarily due to fraud and counterparty non-performance, are generally much broader than similar protections provided by other participants in the payments industry. Many payments providers do not offer merchant protection in general, and those that do so generally do not provide protection for online or card not present transactions. As a result, merchants may incur losses for chargebacks and other claims on certain transactions when using other payments providers that they would not incur if they used our payments services. We also provide consumer protection against losses on qualifying purchases and accept claims for 180 days post transaction in the markets that we serve. We believe that this protection is generally consistent with, or better than, that offered by other payments providers. We believe that as a result of these programs, consumers can be confident that they will only be required to pay if they receive the product in the condition as described, and merchants can be confident that they will receive payment for the product that they are delivering to the customer.

Our ability to protect both consumers and merchants is based largely on our proprietary end-to-end payments platform, our ability to leverage the data we collect on both sides of the transactions, from buyers and sellers, or from senders and receivers of money, on our two-sided network. We believe mobile devices will play an important part in the future of commerce, including by creating the opportunities to make our ecosystem safer. For example, PayPal is able to use location data from mobile devices and

growing protection for the mobile operating environment to reduce risk to merchants and consumers. Our ongoing investment in systems and processes designed to enhance the safety and security of our products reflects our goal of having PayPal recognized as one of the world's most trusted payments brands.

COMPETITION

The global payments industry is highly competitive. We compete against a wide range of businesses, including banks, credit card providers, technology and ecommerce companies and traditional retailers, many of which are larger than we are, have a dominant and secure position, or offer other products and services to consumers and merchants which we do not offer. We compete against all forms of payments, including credit and debit cards; automated clearing house and bank transfers; other online payment services; mobile payments; and offline payment methods, including cash and check.

We compete primarily on the basis of the following:

- ability to attract, retain and engage both merchants and consumers with our two-sided platform;
- ability to show that merchants may achieve incremental sales by offering our end-to-end services;
- consumer confidence in safety and security of transactions on our Payments Platform, including the ability for consumers to use our products and services without sharing their financial information with the merchant or the party they are paying;
- simplicity of our fee structure;
- ability to develop products and services across multiple commerce channels, including mobile payments and payments at the retail point of sale;
- trust in our dispute resolution and buyer and seller protection programs;
- customer service;
- brand recognition;
- website, mobile platform and application onboarding, ease-of-use and accessibility;
- the technology- and payment-agnostic nature of our Payments Platform;
- system reliability and data security;
- ease and quality of integration into third-party mobile applications and operating systems; and
- quality of developer tools such as our application programming interfaces and software development kits.

In addition to the discussion in this section, see "Item 1A. Risk Factors" under the caption "Substantial and increasingly intense competition worldwide in the global payments industry may harm our business" for further discussion of the potential impact of competition on our business.

RESEARCH AND DEVELOPMENT

Total research and development expense was \$834 million, \$792 million and \$747 million in 2016, 2015 and 2014, respectively.

INTELLECTUAL PROPERTY

The protection of our intellectual property, including our trademarks (particularly those covering the PayPal name), patents, copyrights, domain names, trade dress and trade secrets is important to the success of our business. We protect our intellectual property rights by relying on applicable laws and regulations in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights in products and services. We have routinely entered into confidentiality and invention assignment agreements with our employees and contractors and nondisclosure agreements with parties with whom we conduct business to control access to and limit disclosure of our proprietary information.

We pursue the registration of our domain names, trademarks and service marks in the U.S. and internationally. Additionally, we have filed U.S. and international patent applications covering certain aspects of our proprietary technology. We have registered our core brands as trademarks and domain names in the U.S. and a large number of other jurisdictions and have in place an active program to continue to secure trademarks and domain names that correspond to our brands in markets of interest.

For additional information regarding some of the risks relating to our intellectual property, including costs of protecting our intellectual property, see the information in "Item 1A. Risk Factors" under the captions "We are subject to patent litigation" and "We may be unable to adequately protect or enforce our intellectual property rights, or third parties may allege that we are infringing their intellectual property rights."

GOVERNMENT REGULATION

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. That focus continues to become even more heightened as regulators on a global basis focus on such important issues as countering terrorist financing, anti-money laundering, privacy and consumer protection. Some of the laws and regulations to which we are subject were enacted recently and the laws and regulations applicable to us, including those enacted prior to the advent of digital and mobile payments, are continuing to evolve through legislative and regulatory action and judicial interpretation. Non-compliance with laws and regulations, increased penalties and enforcement actions related to non-compliance, changes in laws and regulations or their interpretation, and the enactment of new laws and regulations applicable to us could have a material adverse impact on our business, results of operations and financial condition. Therefore, we monitor these areas closely to design compliant solutions for our customers who depend on us.

Government regulation impacts key aspects of our business. We are subject to regulations that affect the payments industry in the markets we operate.

Payments Regulation. Various laws and regulations govern the payments industry in the U.S. and globally. In the U.S., PayPal, Inc. holds licenses to operate as a money transmitter (or its equivalent), which, among other things, subjects PayPal, Inc. to reporting requirements, bonding requirements, limitations on the investment of customer funds and inspection by state regulatory agencies. Outside the U.S., we provide localized versions of our service to customers through various foreign subsidiaries. The activities of those non-U.S. entities are, or may, be supervised by a financial regulatory authority in the jurisdictions in which they operate. Among other regulatory authorities, the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"), the Australian Securities and Investment Commission, the Monetary Authority of Singapore, the Reserve Bank of India, and the Central Bank of Russia have asserted jurisdiction over some or all of our activities in country. This list is not exhaustive, as there are numerous other regulatory agencies that have or may assert jurisdiction over our activities. The laws and regulations applicable to the payments industry in any given jurisdiction are subject to interpretation and change.

Banking Agency Supervision. We serve our customers in the European Union through PayPal (Europe) S.à.r.l. et Cie, SCA, a wholly-owned subsidiary that is licensed and subject to regulation as a bank in Luxembourg by the CSSF. Consequently, we must comply with rules and regulations of the banking industry, including those related to capitalization, funds management, corporate governance, anti-money laundering, disclosure, reporting and inspection. We also are, or may be, subject to banking-related regulations in other countries now or in the future related to our role in the financial industry. In addition, based on our relationships with our partner financial institutions in the U.S., we are subject to indirect regulation and examination by these financial institutions' regulators.

Consumer Financial Protection Bureau. The Consumer Financial Protection Bureau (the "CFPB") has significant authority to regulate consumer financial products in the United States, including consumer credit, deposit, payment, and similar products. As a large market participant of remittance transfers, the CFPB has direct supervisory authority over our business. The CFPB and other similar regulatory agencies in other jurisdictions may have broad consumer protection mandates that could result in the promulgation and interpretation of rules and regulations that may affect our business.

Anti-Money Laundering and Counter-Terrorist Financing. PayPal is subject to anti-money laundering ("AML") laws and regulations in the U.S. and other jurisdictions, as well as laws designed to prevent the use of the financial systems to facilitate terrorist activities. We have implemented a comprehensive AML program designed to prevent our payment network from being used to facilitate money laundering, terrorist financing, and other illicit activities, or to do business in countries or with persons and entities included on designated country or person lists promulgated by the U.S. Department of the Treasury's Office of Foreign Assets Controls ("OFAC") and equivalent authorities in other countries. Our AML compliance program, overseen by our compliance officer, is composed of policies, procedures and internal controls, and is designed to address these legal and regulatory requirements and assist in managing money laundering and terrorist financing risks.

Interchange Fees. Interchange fees associated with four-party payments systems are being reviewed or challenged in various jurisdictions. For example, in the European Union, the Multilateral Interchange Fee ("MIF") Regulation (which became effective in December 2015) caps credit and debit interchange fees for cards payments and provides for business rules to be complied with by any company dealing with card transactions, including PayPal. As a result, the fees that we collect in certain jurisdictions may become the subject of regulatory challenge.

Data Protection and Information Security. Aspects of our operations or business are subject to privacy and data protection regulation in the United States, the European Union and elsewhere. For example, in the United States, we are subject to information safeguarding requirements under the Gramm-Leach-Bliley Act that require the maintenance of a written, comprehensive information security program and in Europe, the operations of our Luxembourg bank are subject to information safeguarding requirements under the Luxembourg Banking Act, among other laws. Regulatory authorities around the world are considering numerous legislative and regulatory proposals concerning privacy and data protection. In addition, the interpretation and application of these privacy and data protection laws in the United States, Europe and elsewhere are often uncertain and in a state of flux.

Anti-Corruption. PayPal is subject to applicable anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, and similar anti-corruption laws in the jurisdictions in which it operates. Anti-corruption laws generally prohibit offering, promising, giving, or authorizing others to provide anything of value, either directly or indirectly, to a government official or private party in order to influence official action or otherwise gain an unfair business advantage, such as to obtain or retain business. We have implemented policies, procedures, and internal controls that are designed to comply with these laws and regulations.

Additional Regulatory Developments. Various regulatory agencies continue to examine a wide variety of issues, including virtual currencies, identity theft, account management guidelines, privacy, disclosure rules, security and marketing that may impact PayPal's business.

For an additional discussion on governmental regulation affecting our business, please see the risk factors related to regulation of our payments business and regulation in the areas of consumer privacy, data use and/or security in “Item 1A. Risk Factors” under the caption “Risk Factors That May Affect Our Business, Results of Operations and Financial Condition” and “Item 3. Legal Proceedings” included elsewhere in this Annual Report on Form 10-K.

SEASONALITY

The Company does not experience meaningful seasonality with respect to net revenues. No individual quarter in 2016, 2015 or 2014 accounted for more than 30% of annual net revenue.

FINANCIAL INFORMATION ABOUT SEGMENTS

We operate in one business segment and have one reportable segment. See “Note 11 — Segment and Geographical Information” to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information including certain financial information about our operations in the U.S. and abroad. Additionally, please see the information in “Item 1A. Risk Factors” under the caption “Our international operations are subject to increased risks, which could harm our business,” which describes risks associated with our foreign operations.

EMPLOYEES

As of December 31, 2016, we employed approximately 18,100 people globally, of whom approximately 10,180 were located in the U.S. We consider our relationship with our employees to be good.

SEPARATION FROM eBAY INC.

PayPal Holdings, Inc. was incorporated in Delaware in January 2015 for the purpose of owning and operating eBay’s Payments business in connection with the separation and distribution described below. Prior to the contribution of this business to PayPal Holdings, Inc., which occurred prior to the distribution in July 2015, PayPal Holdings, Inc. had no operations. On July 17, 2015 (the “distribution date”), PayPal became an independent publicly traded company through the pro rata distribution by eBay of 100% of the outstanding common stock of PayPal to eBay stockholders (which we refer to as the “separation” or the “distribution”). Each eBay stockholder of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held on the record date. Approximately 1.2 billion shares of PayPal common stock were distributed on July 17, 2015 to eBay stockholders. PayPal’s common stock began “regular way” trading under the ticker symbol “PYPL” on The NASDAQ Stock Market on July 20, 2015. Prior to the separation, eBay transferred substantially all of the assets and liabilities and operations of eBay’s payments business to PayPal, which was completed in June 2015.

AVAILABLE INFORMATION

The address of our principal executive offices is PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131. Our website is located at www.paypal.com, and our investor relations website is located at <http://investor.paypal-corp.com>. From time to time, we may use our investor relations site and other online and social media channels, including our PayPal Stories Blog (<https://www.paypal.com/stories/us>), Twitter handle (@PayPal), LinkedIn page (<https://www.linkedin.com/company/paypal>), Facebook page (<https://www.facebook.com/PayPalUSA/>) and YouTube channel (<https://www.youtube.com/paypal>) to disclose material non-public information and comply with our disclosure obligations under Regulation FD. Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports are available free of charge on our investor relations website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The content of our websites and information that we may post on or provide to online and social media channels, including those mentioned above, and information that can be accessed through our websites or these online and social media channels is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites or these online and social media channels are intended to be inactive textual references only.

Item 1A. Risk Factors

The following discussion is divided into three sections. The first section, which begins immediately following this paragraph, discusses some of the risks that may adversely affect our business, results of operations and financial condition. The second section, captioned “Risks Related to the Separation and Our Operation as an Independent Publicly Traded Company,” discusses some of the risks relating to our separation into an independent publicly traded company. The third section, captioned “Risks Related to Our Common Stock,” discusses some of the risks relating to an investment in our Common Stock. You should carefully review all of these sections for important information regarding risks and uncertainties that affect us, in addition to the other information appearing in this Annual Report on Form 10-K, including our consolidated financial statements and related notes. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected.

RISK FACTORS THAT MAY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Substantial and increasingly intense competition worldwide in the global payments industry may harm our business.

The global payments industry is highly competitive, and we compete against a wide range of businesses, many of which are larger than we are, have a dominant and secure position, or offer other products and services to consumers and merchants which we do not offer. As online and offline commerce are increasingly converging, the pace of change, innovation and disruption is also increasing. The global payments industry is rapidly changing, highly innovative and increasingly subject to regulatory scrutiny, which may negatively affect the competitive landscape. Many of the areas in which we compete evolve rapidly with changing and disruptive technologies, shifting user needs, and frequent introductions of new products and services. Competition may also intensify as businesses against which we compete or merchants enter into business combinations and alliances, and established companies in other market segments expand to become competitive with our business. We compete against a wide range of businesses with varying roles in all forms of payments, including:

- paper-based transactions (principally cash and checks);
- providers of traditional payment methods, particularly credit and debit cards, and Automated Clearing House transactions (in particular, well-established banks);
- payment networks which facilitate payments for credit card users;
- providers of “digital wallets” which offer customers the ability to pay online and/or on mobile devices through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards;
- providers of mobile payments solutions that use tokenized card data approaches and contactless payments (e.g., near field communication functionality or host card emulation functionality) to eliminate the need to swipe or insert a card or enter a personal identification number or password;
- payment-card processors that offer their services to merchants, including for “card on file” payments where the merchant invites the consumer to select a payment method for their first transaction, and subsequently uses the same payment method for subsequent transactions;
- providers of “person-to-person” payments that facilitate individuals sending money with an email address or mobile phone number;
- merchants and merchant associations providing proprietary payment networks to facilitate payments within their own retail network;
- money remitters;
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies; and
- providers of virtual currencies and distributed ledger technologies.

We often partner with many of these businesses and we consider the ability to continue establishing these partnerships as important to our business. Competition for relationships with these partners is very intense and there can be no assurance we will be able to continue to establish, grow or maintain these partner relationships.

We also face competition and potential competition from:

- services that provide online merchants the ability to offer their customers the option of paying for purchases from their bank account or paying on credit;
- issuers of stored value targeted at online payments;
- other global online payment-services providers;
- other providers of online account-based payments;
- payment services targeting users of social networks and online gaming, including those offering billing to the consumer’s mobile phone account;
- mobile payment services between bank accounts;
- payment services enabling banks to offer their online banking customers the ability to send and receive payments through their bank account;
- ecommerce services that provide special offers linked to a specific payment provider;
- services that help merchants accept and manage virtual currencies; and
- electronic funds transfer services as a method of payment for both online and offline transactions, particularly in Germany and the Netherlands.

Some of these competitors have greater customer bases, volume, scale, resources, and market share than we do, which may provide significant competitive advantages. Some of our competitors may also be subject to less burdensome licensing, anti-money laundering, counter-terrorist financing, and other regulatory requirements. They may devote greater resources to the development, promotion, and sale of products and services, and they may offer lower prices or more effectively introduce their own innovative programs and services that adversely impact our growth.

We compete primarily on the basis of the following:

- ability to attract, retain and engage both merchants and consumers;

- ability to show that merchants will achieve incremental sales by offering our PayPal services;
- consumer confidence in safety and security of transactions on our Payments Platform, including the ability for consumers to use our PayPal products and services without sharing their financial information with the merchant or the party they are paying;
- simplicity of our fee structure;
- ability to develop services across multiple commerce channels, including mobile payments and payments at the retail point of sale;
- trust in our dispute resolution and buyer and seller protection programs;
- customer service;
- brand recognition;
- website, mobile platform and application onboarding, ease-of-use and accessibility;
- the technology- and payment-agnostic nature of our Payments Platform;
- system reliability and data security;
- ease and quality of integration into third-party mobile applications and operating systems; and
- quality of developer tools, such as our application programming interfaces and software development kits.

If we are not able to differentiate our business from those of our competitors, drive value for our customers, or effectively align our resources with our goals and objectives, we may not be able to compete effectively against our competitors. Our failure to compete effectively against any of the foregoing competitive threats could materially and adversely harm our business.

[Substantially all of our net revenues each quarter come primarily from transactions involving payments during that quarter, which may result in significant fluctuations in our operating results that could adversely affect our business, financial condition, results of operations and cash flows, as well as the trading price of our common stock.](#)

Substantially all of our net revenues each quarter come primarily from transactions involving payments during that quarter. As a result, our operating and financial results have varied on a quarterly basis during our limited operating history and may continue to fluctuate significantly as a result of a variety of factors, including as a result of the risks set forth in this “Risk Factors” section. It is difficult for us to forecast the level or source of our revenues or earnings (loss) accurately. In view of the rapidly evolving nature of our business, period-to-period comparisons of our operating results may not be meaningful, and you should not rely upon them as an indication of future performance. Due to the inherent difficulty in forecasting revenues, it is also difficult to forecast expenses as a percentage of net revenues. Quarterly and annual expenses as a percentage of net revenues reflected in our financial statements may be significantly different from historical or projected rates. Our operating results in one or more future quarters may fall below the expectations of securities analysts and investors. The trading price of our common stock could decline, perhaps substantially, as a result of the factors described in this paragraph.

[Global and regional economic conditions could harm our business.](#)

Our operations and performance depend significantly on global and regional economic conditions. Adverse economic conditions and events have negatively impacted global and regional financial markets in the past, and uncertainty about global and regional economic events and conditions may result in consumers and businesses postponing spending in response to tighter credit, higher unemployment, financial market volatility, government austerity programs, negative financial news, declines in income or asset values, and other factors. These and other global and regional economic events and conditions could have a material adverse impact on demand for our products and services, including a reduction in the volume and size of transactions on our Payments Platform. In addition, any financial turmoil affecting the banking system or financial markets could cause additional consolidation of the financial services industry, significant financial service institution failures, new or incremental tightening in the credit markets, low liquidity, and extreme volatility or distress in the fixed income, credit, currency, and equity markets, which could have a material adverse impact on our business.

[If we cannot keep pace with rapid technological developments to provide new and innovative products and services, the use of our products and services and, consequently, our revenues could decline.](#)

Rapid, significant, and disruptive technological changes continue to impact the industries in which we operate, including developments in payment card tokenization, mobile, social commerce (i.e., ecommerce through social networks), authentication, virtual currencies, distributed ledger technologies, near field communication and other proximity payment devices, such as contactless payments. We cannot predict the effects of technological changes on our business. In addition to our own initiatives and innovations, we rely in part on third parties, including some of our competitors, for the development of and access to new technologies. We expect that new services and technologies applicable to the industries in which we operate will continue to emerge and may be superior to, or render obsolete, the technologies we currently use in our products and services. Developing and incorporating new technologies into our products and services may require substantial expenditures, take considerable time, and ultimately may not be successful. In addition, our ability to adopt new products and services and develop new technologies may be inhibited by industry-wide standards, payments networks, changes to laws and regulations, resistance to change from consumers or merchants, third-party intellectual property rights, or other factors. Our success will depend on our ability to develop and incorporate new technologies and adapt to technological changes and evolving industry standards; if we are unable to do so in a timely or cost-effective manner, our business could be harmed.

Changes in how consumers fund their PayPal transactions could harm our business.

We pay significant transaction fees when consumers fund payment transactions using credit cards, lower fees when consumers fund payments with debit cards, nominal fees when consumers fund payment transactions by electronic transfer of funds from bank accounts, and nominal fees when consumers fund payment transactions from an existing PayPal account balance or through our PayPal Credit products. Our financial success is sensitive to changes in the rate at which our consumers fund payments using credit and debit cards (collectively, “payment cards”), which can significantly increase our costs. While we provide consumers with the opportunity to use their existing PayPal account balance to fund payment transactions, some of our consumers may prefer to use payment cards, especially if these payment cards offer functionality and benefits not associated with the use of their bank accounts. Some of our offerings, including the ability of consumers to make a limited number of “guest” payments without opening a PayPal account, have a higher rate of payment card funding than our basic product offering. An increase in the portion of our payment volume funded using payment cards or in fees associated with our funding mix, or other events or developments that make it more difficult or costly for us to fund transactions by electronic transfer of funds from bank accounts or existing PayPal account balances, could materially and adversely affect our financial performance and significantly harm our business. Some of our plans to lower our funding costs, including our PayPal Credit products and enabling consumers to defer payment for a short period of time on some transactions, may increase the risk to us of nonpayment by consumers.

Negotiated arrangements with payment card networks and/or issuing banks, promoting greater choice and options for consumers to fund payment transactions could have an uncertain impact on our business. We have entered into a strategic partnership with partners such as Visa U.S.A. Inc. (“Visa”), MasterCard International Incorporated (“MasterCard”) and DFS Services LLC (“Discover”) to make it easier for merchants to accept and consumers to pay with these partners’ credit and/or debt cards and allow us to gain access to these partners tokenization services for in-store point of sale PayPal transactions. While we anticipate these and similar strategic partnerships we may enter in the future will result in an increase in the number of transactions and transaction volume that we process, we also anticipate that a greater percentage of customer transactions will be executed using a credit or debit card, which would likely increase our funding costs. If our transaction volume does not increase as expected, our business and results of operations could be adversely affected due to increased costs associated with our funding mix.

Our business is subject to cyberattacks and security and privacy breaches.

Our business involves the collection, storage, processing and transmission of customers’ personal data, including financial information. In addition, a significant number of our customers authorize us to bill their payment card or bank accounts directly for all transaction and other fees charged by us. We have built our reputation on the premise that our Payments Platform offers customers a secure way to make payments. An increasing number of organizations, including large merchants and businesses, other large technology companies, financial institutions, and government institutions, have disclosed breaches of their information security systems, some of which have involved sophisticated and highly targeted attacks, including on portions of their websites or infrastructure.

The techniques used to obtain unauthorized, improper or illegal access to our systems, our data or customers’ data, disable or degrade service, or sabotage systems are constantly evolving, may be difficult to detect quickly, and often are not recognized until launched against a target. Unauthorized parties may attempt to gain access to our systems or facilities through various means, including, among others, hacking into our systems or facilities or those of our customers, partners or vendors, or attempting to fraudulently induce our employees, customers, partners, vendors or other users of our systems into disclosing user names, passwords, payment card information, or other sensitive information, which may in turn be used to access our information technology systems. Certain efforts may be state-sponsored and supported by significant financial and technological resources, making them even more sophisticated and difficult to detect. We believe that PayPal is a particularly attractive target for such breaches and attacks due to our name and brand recognition and the widespread adoption and use of our products and services. Although we have developed systems and processes that are designed to protect our data and customer data and to prevent data loss and other security breaches, and expect to continue to expend significant additional resources to bolster these protections, these security measures cannot provide absolute security. Our information technology and infrastructure may be vulnerable to cyberattacks or security breaches, and third parties may be able to access our customers’ personal or proprietary information and payment card data that are stored on or accessible through those systems. Our security measures may also be breached due to human error, malfeasance, system errors or vulnerabilities, or other irregularities. Any actual or perceived breach of our security could interrupt our operations, result in our systems or services being unavailable, result in improper disclosure of data, materially harm our reputation and brands, result in significant legal and financial exposure, lead to loss of customer confidence in, or decreased use of, our products and services, and adversely affect our business and results of operations. In addition, any breaches of network or data security at our customers, partners or vendors (including data center and cloud computing providers) could have similar negative effects. Actual or perceived vulnerabilities or data breaches may lead to claims against us.

In addition, under payment card rules and our contracts with our card processors, if there is a breach of payment card information that we store, or that is stored by our direct payment card processing customers, we could be liable to the payment card issuing banks for their cost of issuing new cards and related expenses. We also expect to expend significant additional resources to protect against security or privacy breaches, and may be required to redress problems caused by breaches. Among other reasons, financial services regulators in various jurisdictions, including the U.S. and the European Union (“EU”), have implemented or are considering proposals to impose new authentication requirements on banks and payment processors intended to reduce online fraud, which could impose significant costs, require us to change our business practices, make it more difficult for new customers to join PayPal,

and reduce the ease of use of our products, which could harm our business. Additionally, while we maintain insurance policies, they may not be adequate to reimburse us for losses caused by security breaches, and we may not be able to collect fully, if at all, under these insurance policies.

Systems failures and resulting interruptions in the availability of our websites, applications, products or services could harm our business.

Our systems and those of our services providers and partners may experience service interruptions or degradation because of hardware and software defects or malfunctions, computer denial-of-service and other cyberattacks, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses or other malware, or other events. Our systems also may be subject to break-ins, sabotage and intentional acts of vandalism. Some of our systems are not fully redundant, and our disaster recovery planning may not be sufficient for all eventualities. In addition, as a provider of payments solutions, we are subject to heightened scrutiny by regulators that may require specific business continuity, resiliency and disaster recovery plans and more rigorous testing of such plans, which may be costly and time-consuming and may divert our resources from other business priorities.

We have experienced and expect to continue to experience system failures, denial of service attacks and other events or conditions from time to time that interrupt the availability or reduce or affect the speed or functionality of our products and services. These events have resulted and likely will result in loss of revenue. A prolonged interruption in the availability or reduction in the availability, speed or other functionality of our products and services could materially harm our business. Frequent or persistent interruptions in our services could cause current or potential customers to believe that our systems are unreliable, leading them to switch to our competitors or to avoid our products and services, and could permanently harm our reputation and brands. Moreover, to the extent that any system failure or similar event results in damages to our customers or their business partners, these customers or partners could seek significant compensation or contractual penalties from us for their losses and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address, and could have other consequences described in this "Risk Factors" section under the caption "Our business is subject to cyberattacks and security and privacy breaches."

Our Payments Platform has experienced significant intermittent unavailability. Reliability is particularly critical for us because the full-time availability of our products and services is critical to our goal of gaining widespread acceptance among consumers and merchants for digital payments. We have undertaken certain system upgrades and re-platforming efforts designed to improve our reliability and speed. These efforts are costly and time-consuming, involve significant technical risk and may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed. Because we are a regulated financial institution in certain jurisdictions, frequent or persistent site interruptions could lead to regulatory scrutiny, significant fines and penalties, and mandatory and costly changes to our business practices, and ultimately could cause us to lose existing licenses that we need to operate or prevent or delay us from obtaining additional licenses that we need to expand our business.

We also rely on facilities, components and services supplied by third parties, including data center facilities and cloud storage services. If these third parties cease to provide the facilities, components or services, experience operational interference or disruptions, breach their agreements with us, or fail to meet our expectations, our operations could be disrupted or otherwise negatively affected, which could result in customer dissatisfaction, damage to our reputation and brands, and materially and adversely affect our business. We do not carry business interruption insurance sufficient to compensate us for all losses that may result from interruptions in our service as a result of systems failures and similar events.

Changes to payment card networks or bank fees, rules, or practices could harm our business.

We do not directly access the payment card networks, such as Visa and MasterCard, that enable our acceptance of credit cards and debit cards, including some types of prepaid cards. Accordingly, we must rely on banks or other payment processors to process transactions and must pay fees for the services. From time to time, payment card networks have increased, and may increase in the future, the interchange fees and assessments that they charge for each transaction which accesses their networks. Payment card networks have or may impose special assessments for transactions that are executed through a "digital wallet" such as PayPal's, and such fees could particularly impact us and significantly increase our costs. Our payment card processors may have the right to pass any increases in interchange fees and assessments on to us as well as increase their own fees for processing. Any changes in interchange fees and assessments could increase our operating costs and reduce our operating income. We have entered into strategic partnerships with Visa and MasterCard to further expand our relationships with these networks in a way that will make it easier for merchants to accept and consumers to choose to pay with Visa and MasterCard credit and debit cards. During the term of the agreements, Visa and MasterCard have each agreed to not enact or impose any fees or rules solely targeted at PayPal. Upon termination of the agreements, PayPal could become subject to special digital wallet fees or other special assessments.

In addition, in some jurisdictions, governments have required Visa and MasterCard to reduce interchange fees, or have opened investigations as to whether Visa's or MasterCard's interchange fees and practices violate antitrust law. In the U.S., the Federal Reserve Board issued a final rule capping debit card interchange fees at significantly lower rates than Visa or MasterCard previously charged. In the EU, the Multilateral Interchange Fee Regulation limits credit and debit interchange fees for payments and imposes business rules on card processing services. Any material change in credit or debit card interchange rates in the U.S. or other

markets, including as a result of changes in interchange fee limitations, could adversely affect our competitive position against traditional credit and debit card service providers. Future changes to those regulations could potentially have an adverse effect on our business.

We are required by our processors to comply with payment card network operating rules, including special operating rules for payment service providers to merchants, and we have agreed to reimburse our processors for any fines they are assessed by payment card networks as a result of any rule violations by us or our merchants. The payment card networks set and interpret the card operating rules. From time to time, the networks have alleged that various aspects of our business model violate these operating rules. If such allegations are not resolved favorably, they may result in material fines and penalties or require changes in our business practices that may be costly. The payment card networks could adopt new operating rules or interpret or re-interpret existing rules that we or our processors might find difficult or even impossible to follow, or costly to implement. As a result, we could lose our ability to give consumers the option of using payment cards to fund their payments or the choice of currency in which they would like their payment card to be charged. If we are unable to accept payment cards or are meaningfully limited in our ability to do so, our business would be adversely affected.

We and our payment card processors have implemented specific business processes for merchants to comply with payment card network operating rules for providing services to merchants. Any failure to comply with these rules could result in fines. We are also subject to fines from payment card networks if we fail to detect that merchants are engaging in activities that are illegal or that are considered “high risk,” primarily the sale of certain types of digital content. For “high risk” merchants, we must either prevent such merchants from using our PayPal services or register such merchants with the payment card networks and conduct additional monitoring with respect to such merchants. Although the amount of these fines has not been material to date, additional fines in the future could become material and could result in a termination of our ability to accept payment cards or require changes in our process for registering new customers, which would materially harm our business. Payment card network rules may also increase the cost of, impose restrictions on, or otherwise negatively impact the development of, our retail point-of-sale solutions, which may negatively impact their deployment and adoption.

[Failure to deal effectively with fraud, fictitious transactions, bad transactions, and negative customer experiences would increase our loss rate and harm our business, and could severely diminish merchant and consumer confidence in and use of our services.](#)

We incur substantial losses due to claims from consumers that merchants have not performed or that their goods or services do not match the merchant’s description. We seek to recover such losses from the merchant, but may not be able to recover in full if the merchant is unwilling or unable to pay. In addition, in the event of the bankruptcy or other business interruption of a merchant that sells goods or services in advance of the date of their delivery or use (e.g., airline, cruise or concert tickets, custom-made goods and subscriptions), we could be liable to the buyers of such goods or services, either through our buyer protection program or through chargebacks on payment cards used by customers to fund their payment. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may be insufficient.

We also incur substantial losses from claims that the consumer did not authorize the purchase, from consumer fraud, from erroneous transmissions and from customers who have closed bank accounts or have insufficient funds in them to satisfy payments. In addition, if losses incurred by us related to payment card transactions become excessive, they could potentially result in our losing the right to accept payment cards for payment, which would harm our business. We have taken measures to detect and reduce the risk of fraud, but these measures need to be continually improved and may not be effective against new and continually evolving forms of fraud or in connection with new product offerings. If these measures do not succeed, our business could be harmed.

[We are exposed to fluctuations in foreign currency exchange rates.](#)

We have significant operations internationally that are denominated in foreign currencies, primarily the British Pound, Euro, Australian Dollar and Canadian Dollar, subjecting us to foreign currency risk. The strengthening or weakening of the U.S. dollar versus the British Pound, Euro, Australian Dollar, and Canadian Dollar impacts the translation of our net revenues generated in these foreign currencies into the U.S. dollar. Additionally, in connection with providing our services in multiple currencies, we generally set our foreign exchange rates twice per day. We may face financial exposure if we incorrectly set our foreign exchange rates or as a result of fluctuations in foreign exchange rates between the times that we set them. Given that we also hold some corporate and customer funds in non-U.S. currencies, our financial results are affected by the translation of these non-U.S. currencies into U.S. dollars. We also have foreign exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. While we regularly enter into transactions to hedge portions of our foreign currency translation and balance sheet exposure, it is impossible to predict or eliminate the effects of this exposure. Fluctuations in foreign exchange rates could significantly impact our financial results.

[Any factors that reduce cross-border trade or make such trade more difficult could harm our business.](#)

Cross-border trade (i.e., transactions where the merchant or consumer are in different countries) is an important source of our revenue and profits. Cross-border transactions generally provide higher revenues and operating income than similar transactions that take place within a single country or market. Cross-border trade also represents our primary (and in some cases, our only) presence in certain important markets.

Cross-border trade is subject to, and may be impacted by, foreign exchange rate fluctuations. In addition, the potential interpretation and application of laws of multiple jurisdictions (e.g., the jurisdiction of the merchant and of the consumer) are often extremely complicated in the context of cross-border trade. Changes to or the interpretation and/or application of laws applicable to cross-border trade could impose additional requirements (which may impose conflicting obligations) and restrictions on cross-border trade and increase the costs associated with cross-border trade. Any factors that increase the costs of cross-border trade or restrict, delay, or make cross-border trade more difficult or impractical would lower our revenues and profits and could harm our business.

The United Kingdom's departure from the EU could adversely affect us.

The United Kingdom ("U.K.") held a referendum on June 23, 2016 in which a majority of voters approved an exit from the EU ("Brexit"). Negotiations are expected to commence to determine the future terms of the U.K.'s relationship with the EU, including, among other things, the terms of trade between the U.K. and the EU. The effects of Brexit will depend on any agreements the U.K. reaches to retain access to EU markets either during a transitional period or more permanently. The outcome of this referendum caused volatility in global stock markets and foreign currency exchange rate fluctuations and uncertainty about the terms and impact of Brexit may continue to do so in the future. Brexit could adversely affect U.K., regional (including European) and worldwide economic and market conditions and could contribute to instability in global financial and foreign exchange markets, including volatility in the value of the British Pound and Euro, which in turn could adversely affect our customers and companies with which we do business, particularly in the U.K. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U.K. determines which EU laws to replace or replicate. In particular, depending on the terms of Brexit, we may face new regulatory costs and challenges, including the following:

- we could lose our ability for our EU operations to passport into the U.K. market through the banking license of PayPal (Europe) S.à r.l. et Cie, SCA ("PayPal (Europe)"), our wholly-owned subsidiary that is licensed and subject to regulation as a bank in Luxembourg, and our corresponding ability to work with Luxembourg regulators as the lead authority for various aspects of our U.K. operations;
- we could be required to obtain additional regulatory licensing to operate in the U.K. market, adding costs and potential inconsistency to our business; and
- we could also be required to comply with regulatory requirements in the U.K. that are in addition to, or inconsistent with, the regulatory requirements of the EU.

Any of these effects of Brexit and others we cannot anticipate could adversely affect our business, results of operations, financial condition and cash flows.

Our business is subject to extensive government regulation and oversight, as well as extensive, complex, overlapping and frequently changing rules, regulations and legal interpretations.

Our business is subject to extensive government regulation and oversight. For a discussion of how government regulation impacts key aspects of our business, please see "Item 1. Business — Government Regulation" in this Annual Report on Form 10-K. Our business is also subject to laws, rules, regulations, policies and legal interpretations in the markets in which we operate, including, but not limited to, those governing banking, credit, deposit taking, cross-border and domestic money transmission, foreign exchange, privacy, data protection, banking secrecy, payment services (including payment processing and settlement services), consumer protection, economic and trade sanctions, anti-money laundering, and counter-terrorist financing. The legal and regulatory requirements applicable to us are extensive, complex, frequently changing, and increasing in number, and may impose overlapping and/or conflicting requirements or obligations.

Financial and political events have increased the level of regulatory scrutiny on the payments industry, and regulatory agencies may view matters or interpret laws and regulations differently than they have in the past and in a manner adverse to our business. Our success and increased visibility may result in increased regulatory oversight and tighter enforcement of rules and regulations that may apply to our business.

As we expand and localize our international activities, we are increasingly becoming obligated to comply with the laws of the countries or markets in which we operate. In addition, because our services are accessible worldwide and we facilitate sales of goods and provide services to customers worldwide, one or more jurisdictions may claim that we or our customers are required to comply with their laws. Laws regulating the Internet, mobile and related technologies outside of the U.S. often impose different, more specific, or even conflicting obligations on us, as well as broader liability. For example, certain transactions that may be permissible in a local jurisdiction may be prohibited by regulations of U.S. Department of Treasury's Office of Foreign Assets Control ("OFAC") or U.S. anti-money laundering or counter-terrorist financing regulations.

Any failure or perceived failure to comply with existing or new laws and regulations (including changes to or expansion of the interpretation of those laws and regulations), including those discussed in this risk factor, may subject us to significant fines, penalties, criminal and civil lawsuits, forfeiture of significant assets, and other enforcement actions in one or more jurisdictions; result in additional compliance and licensure requirements; increase regulatory scrutiny of our business; restrict our operations; force us to change our business practices, make product or operational changes or delay planned product launches or improvements. The foregoing could, individually or in the aggregate, expose us to significant liability, impose significant costs,

require us to expend substantial resources, increase the cost and complexity of compliance, damage our brands and business, make our products and services less attractive, result in the loss of customers, limit our ability to grow the business, adversely affect our results of operations, and harm our reputation. The complexity of U.S. federal and state regulatory and enforcement regimes, coupled with the global scope of our operations and the evolving global regulatory environment, could result in a single event giving rise to a large number of overlapping investigations and legal and regulatory proceedings by multiple government authorities in different jurisdictions. We have implemented policies and procedures designed to help ensure compliance with applicable laws, and regulations, but there can be no assurance that our employees, contractors, or agents will not violate such laws and regulations.

Payments Regulation

In the U.S., PayPal, Inc. has obtained licenses to operate as a money transmitter (or its equivalent) in the states where it is required, as well as in the District of Columbia, the U.S. Virgin Islands and Puerto Rico. These licenses include not only the PayPal branded products and services in these states, but also our Venmo and Xoom branded products and services. As a licensed money transmitter, PayPal is subject to restrictions with respect to the investment of customer funds, reporting requirements, bonding requirements and inspection by state regulatory agencies. Accordingly, if we violate these laws or regulations, we could be subject to liability and/or additional restrictions, forced to cease doing business with residents of certain states, forced to change our business practices or be required to obtain additional licenses or regulatory approvals that could impose substantial costs.

While we currently allow our customers with credit cards to send payments from approximately 200 markets, we allow customers in only approximately half of those markets (including the U.S.) to also receive payments, in some cases with significant restrictions on the manner in which customers can withdraw funds. These limitations may affect our ability to grow our business in these markets. Of the markets whose residents can use our PayPal services, almost 30 of them are in member states of the EU.

We provide our services to customers in the EU through PayPal (Europe), our wholly-owned subsidiary that is licensed and subject to regulation as a bank in Luxembourg. Accordingly, PayPal (Europe) is subject to significant fines or other enforcement action if it violates the disclosure, reporting, anti-money-laundering, capitalization, fund management, corporate governance, privacy, data protection, information security, banking secrecy, taxation, sanctions, or other requirements imposed on Luxembourg banks. In addition, EU laws and regulations are typically subject to different and potentially inconsistent interpretations by the countries that are members of the EU, which can make compliance more costly and operationally difficult to manage. Moreover, the countries that are members of the EU may each have different and potentially inconsistent interpretations of regulations implementing the EU Payment Services Directive and the E-Money Directive, which could make compliance more costly and operationally difficult to manage. The Revised Payment Services Directive ("PSD2") entered into force in January 2016 and will need to be implemented into national legislation by January 2018. The implementation of the PSD2 may negatively affect our business. Finally, if PayPal (Europe) exceed certain thresholds, or if the European Central Bank ("ECB") determines that PayPal (Europe) is a significant supervised entity or that some activity of PayPal (Europe) is subject to oversight by the ECB, PayPal (Europe) or certain of its activities could become directly regulated by the ECB in addition to the Luxembourg regulator, the Commission de Surveillance du Secteur Financier, as its national supervisor, which could subject us to additional requirements and would likely increase compliance costs.

In Australia, we serve our customers through PayPal Australia Pty. Ltd. ("PayPal Australia"), which is licensed by the Australian Securities and Investments Commission as a provider of a non-cash payment product and by the Australian Prudential Regulation Authority as a purchased payment facility provider, which is a type of authorized depository institution. Accordingly, PayPal Australia is subject to significant fines or other enforcement action if it violates the product disclosure, reporting, anti-money laundering, capital requirements, privacy, corporate governance or other requirements imposed on Australian depository institutions.

In many of the other markets in which we do business, we serve our customers through PayPal Pte. Ltd., our wholly-owned subsidiary that is based in Singapore. PayPal Pte. Ltd. is supervised by the Monetary Authority of Singapore and is designated as a holder of a stored value facility and does not hold a remittance license. As a result, PayPal Pte. Ltd. is not able to offer outbound remittance payments (including donations to charities) from Singapore, and can only offer payments for the purchase of goods and services in Singapore. In many of the markets (other than Singapore) served by PayPal Pte. Ltd., it is unclear and uncertain whether our Singapore-based service is subject only to Singapore law or, if it is subject to the application of local laws, whether such local laws would require a payment processor like us to be licensed as a payments service, bank, financial institution or otherwise.

We are also subject to regulation in other markets in which we do business and we have been and expect to continue to be required to apply for various licenses, certifications and regulatory approvals in a number of the countries where we provide our services. There can be no assurance that we will be able to obtain any such licenses, certifications, and approvals. Even if we were able to obtain such licenses, certifications, and approvals, there are substantial costs and potential product changes involved in maintaining such licenses, certifications, and approvals, and we could be subject to fines or other enforcement action if we are found to violate disclosure, reporting, anti-money laundering, capitalization, corporate governance or other requirements of such licenses. These factors could impose substantial additional costs and involve considerable delay to the development or provision of our products or services, or could require significant and costly operational changes or prevent us from providing any products or services in a given market.

In many other countries it may not be clear whether we are required to be licensed as a payment services provider, bank, financial institution or otherwise. In such markets, we may rely on local banks to process payments and conduct foreign exchange transactions in local currency. Local regulators may use their power to slow or halt payments to local merchants conducted through local banks or otherwise prohibit us from doing business in a country. Such regulatory actions or the need to obtain licenses, certifications or other regulatory approvals could impose substantial costs, involve considerable delay to the provision or development of our services, require significant and costly operational changes, impose restrictions, limitations, or additional requirements on our business, or prevent us from providing any products or services in a given market. For example, in June 2016, we suspended our operations in Turkey following cease and desist instructions from Turkey's regulatory body, Bankacılık Düzenleme Ve Denetleme Kurumu ("BDDK"), following the BDDK's rejection of our application for an e-money payments license.

Consumer Protection

The financial services sector is subject to significant regulation and we are subject to consumer protection laws and regulations in the countries in which we operate. In the U.S., we are subject to federal and state consumer protection laws and regulations applicable to our activities, including the Electronic Fund Transfer Act ("EFTA") and Regulation E as implemented by the Consumer Financial Protection Bureau ("CFPB"). Under such regulations we are required to provide advance disclosure of changes to our services, follow specified error resolution procedures, and reimburse consumers for losses from certain transactions not authorized by the consumer, among other requirements. Additionally, technical violations of consumer protection laws could result in the assessment of actual damages or statutory damages or penalties of up to \$1,000 in individual cases or up to \$500,000 per violation in any class action and treble damages in some instances; we could also be liable for plaintiffs' attorneys' fees in such cases. We are subject to, and have paid amounts in settlement of, lawsuits containing allegations that our business violated the EFTA and Regulation E or otherwise advance claims for relief relating to our business practices (e.g., that we improperly held consumer funds or otherwise improperly limited consumer accounts).

In October 2016, the CFPB issued a final rule on prepaid accounts with an effective date of October 1, 2017. The rule's definition of prepaid account includes certain loadable accounts whose primary function is to conduct transactions with multiple, unaffiliated merchants, at ATMs and/or for person-to-person transfers, including certain digital wallets. The rule's requirements include: the disclosure of fees and other information to the consumer prior to the creation of a prepaid account; the extension of Regulation E liability limits and error-resolution requirements to all prepaid accounts; the application of Credit Card Accountability Responsibility and Disclosure Act of 2009 credit card requirements to prepaid accounts with overdraft and credit features; and the submission of prepaid account agreements to the CFPB and their publication to the general public. We are evaluating the rule and its requirements. Implementation of the rule could require us to make substantial changes to our business practices and the design of certain products, allocate additional resources, and increase our costs, which could negatively affect our business.

In May 2015, we entered into a Stipulated Final Judgment and Consent Order ("Consent Order") with the CFPB in which we settled regulatory claims arising from PayPal Credit practices between 2011 and 2015. The Consent Order included obligations on PayPal to pay \$15 million in redress to consumers and a \$10 million civil monetary penalty, and required PayPal to make various changes to PayPal Credit disclosures and related business practices. We continue to cooperate and engage with the CFPB and work to ensure compliance with the Consent Order, which may result in us incurring additional costs.

PayPal (Europe) offers its services in EU countries through a "passport" notification process through the Luxembourg regulator to regulators in other EU member states pursuant to EU Directives, and has completed the "passport" notification process in all EU member countries. The regulators in these countries could notify PayPal (Europe) of local consumer protection laws that apply to its business, in addition to Luxembourg consumer protection law, and could also seek to persuade the Luxembourg regulator to order PayPal (Europe) to conduct its activities in the local country through a branch office. These or similar actions by these regulators could increase the cost of, or delay, our plans to expand our business in EU countries.

Economic and Trade Sanctions

We are subject to U.S. economic and trade sanctions administered by OFAC. We have self-reported to OFAC certain transactions that were inadvertently processed but subsequently identified as possible violations of U.S. economic and trade sanctions. In March 2015, we reached a settlement with OFAC regarding possible violations arising from our sanctions compliance practices between 2009 and 2013, prior to the implementation of our real-time transaction scanning program. Subsequently, we have self-reported additional transactions as possible violations, and we have received new subpoenas from OFAC seeking additional information about certain of these transactions. Such self-reported transactions could result in claims or actions against us, including litigation, injunctions, damage awards, fines or penalties, or require us to change our business practices in a manner that could result in a material loss, require significant management time, result in the diversion of significant operational resources or otherwise harm our business.

Anti-Money Laundering and Counter-Terrorist Financing

We are subject to various anti-money laundering and counter-terrorist financing laws and regulations around the world that prohibit, among other things, our involvement in transferring the proceeds of criminal activities. U.S. and other regulators globally continue to increase their scrutiny of compliance with these obligations, which may require us to further revise or expand our compliance program, including the procedures we use to verify the identity of our customers and to monitor international and domestic transactions. Many countries in which we operate also have anti-money laundering and counter-terrorist financing laws

and regulations, and we have been and continue to be required to make changes to our compliance program in various jurisdictions in response. Regulators regularly re-examine the transaction volume thresholds at which we must obtain and keep applicable records or verify identities of customers and any change in such thresholds could result in greater costs for compliance. In the EU, the implementation of the Fourth Anti-Money Laundering Directive and the regulation on information accompanying transfer of funds (commonly known as the Revised Wire Transfer Regulation), which both come into effect on June 26, 2017, could make compliance more costly and operationally difficult to manage, lead to increased friction for customers, and result in a decrease in business. Penalties for non-compliance with the Fourth Anti-Money Laundering Directive could include fines of up to 10% of PayPal (Europe)'s total annual turnover. The EU institutions are also proposing changes to the Fourth Anti-Money Laundering Directive which could be even more stringent.

Privacy and Protection of User Data

We are subject to a number of laws, rules and directives (which we refer to as "privacy laws") relating to the collection, use, retention, security, processing and transfer (which we refer to as "process") of personally identifiable information about our customers and employees (which we refer to as "personal data") in the countries where we operate. Much of the personal data that we process, especially financial information, is regulated by multiple privacy laws and, in some cases, the privacy laws of multiple jurisdictions. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between or among us, our subsidiaries, and other parties with which we have commercial relationships.

Regulatory scrutiny of privacy, data protection, collection, use and sharing of data is increasing on a global basis. There is uncertainty associated with the legal and regulatory environment around privacy and data protection laws, which continue to develop in ways we cannot predict, including with respect to evolving technologies such as cloud computing. Privacy and data protection laws may be interpreted and applied inconsistently from country to country and impose inconsistent or conflicting requirements. Complying with varying jurisdictional requirements could increase the costs and complexity of compliance or require us to change our business practices in a manner adverse to our business, and violations of privacy and data protection-related laws can result in significant penalties and damage to our brand and business. In addition, compliance with inconsistent privacy laws may restrict our ability to provide products and services to our customers. A determination that there have been violations of privacy or data protection laws could expose us to significant damage awards, fines and other penalties that could, individually or in the aggregate, materially harm our business and reputation.

In October 2015, the European Court of Justice ruled that the U.S.-EU Safe Harbor framework clauses, one compliance method by which companies could transfer personal data regarding citizens of the EU to the U.S., could no longer be relied upon. The U.S. and EU authorities have agreed in principle on a replacement for Safe Harbor known as "Privacy Shield". The Privacy Shield approach has not been fully endorsed by all relevant parties and there have already been challenges to this initiative in the European justice system. PayPal has chosen to adopt EU model clauses published by the European Commission as a basis for the export of data from the EU to the U.S. for those parts of our business that had previously relied on Safe Harbor. In addition, because PayPal (Europe) is headquartered in Luxembourg and subject to regulation as a bank in that jurisdiction, we have relied on the "one-stop-shop" concept under which Luxembourg has been our lead data protection regulator in the EU. However, a recent European Court of Justice ruling (Weltimmo) affecting companies that do business in the EU potentially could make us subject to the local data protection laws or regulatory enforcement activities of the various EU member states in which we have established legal entities and which apply privacy laws that are different than, and which may even conflict with, those in Luxembourg.

In addition, because of the large number of text messages, emails, phone calls and other communications we send or make to our customers for various business purposes, communication-related privacy laws that provide a specified monetary damage award or fine for each violation could result in particularly significant damage awards or fines. For example, under the Telephone Consumer Protection Act ("TCPA"), in the U.S., plaintiffs may seek actual monetary loss or statutory damages of \$500 per violation, whichever is greater, and courts may treble the damage award for willful or knowing violations. We have been, are, and may continue to be subject to lawsuits (including class-action lawsuits) containing allegations that our business violated the TCPA. These lawsuits seek damages (including statutory damages) and injunctive relief, among other remedies. Given the large number of communications we send to our customers, a determination that there have been violations of the TCPA or other communications-based statutes could expose us to significant damage awards that could, individually or in the aggregate, materially harm our business.

The EU has recently adopted a comprehensive overhaul of its data protection regime from the current national legislative approach to a single European Economic Area Privacy Regulation, the General Data Protection Regulation ("GDPR"), which comes into effect in 2018. The proposed EU data protection regime extends the scope of the EU data protection law to all foreign companies processing data of EU residents. It provides for a harmonization of the data protection regulations throughout the EU, thereby making it easier for non-European companies to comply with these regulations. It imposes a strict data protection compliance regime with severe penalties of up to the greater of 4% of worldwide turnover and €20 million and includes new rights such as the "portability" of personal data. Although the GDPR will apply across the EU without a need for local implementing legislation, as has been the case under the current data protection regime, local data protection authorities ("DPAs") will still have the ability to interpret the GDPR, which has the potential to create inconsistencies on a country-by-country basis. We are evaluating the rule and its requirements. Implementation of the GDPR could require changes to certain of our business practices, thereby increasing our costs.

We post on our websites and applications our privacy policies and practices regarding the collection, use and disclosure of user data. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any applicable regulatory requirements or orders, or privacy, data protection, information security or consumer protection-related privacy laws and regulations in one or more jurisdictions could result in proceedings or actions against us by governmental entities or others, including class action privacy litigation in certain jurisdictions, subject us to significant fines, penalties, judgments and negative publicity, require us to change our business practices, increase the costs and complexity of compliance, and adversely affect our business. Data protection, privacy and information security have become the subject of increasing public, media and legislative concern. If our customers were to reduce their use of our products and services as a result of these concerns, our business could be materially harmed. As noted above, we are also subject to the possibility of security and privacy breaches, which themselves may result in a violation of these privacy laws.

[If one or more of our counterparty financial institutions default on their financial or performance obligations to us or fail, we may incur significant losses.](#)

We have significant amounts of cash, cash equivalents and other investments on deposit or in accounts with banks or other financial institutions in the U.S. and abroad. As part of our currency hedging activities, we enter into transactions involving derivative financial instruments with various financial institutions. Certain banks and financial institutions are also lenders under our revolving credit facility. We regularly monitor our exposure to counterparty credit risk, and actively manage this exposure to mitigate the associated risk. Despite these efforts, we may be exposed to the risk of default by, or deteriorating operating results or financial condition or failure of, these counterparty financial institutions. The risk of counterparty default, deterioration or failure may be heightened during economic downturns and periods of uncertainty in the financial markets. If one of our counterparties were to become insolvent or file for bankruptcy, our ability to recover losses incurred as a result of default or to access or recover our assets that are deposited or held in accounts with such counterparty may be limited by the counterparty's liquidity or the applicable laws governing the insolvency or bankruptcy proceedings. In the event of default or failure of one or more of our counterparties, we could incur significant losses, which could negatively impact our results of operations and financial condition.

[PayPal is not a bank or licensed lender in the U.S. and relies upon third parties to make loans and provide other products critical to our business.](#)

As PayPal is neither a chartered financial institution nor licensed to make loans in any state in the U.S., we rely on a third-party chartered financial institution to issue the PayPal Credit consumer product in the U.S., and a different chartered financial institution to issue the PayPal Working Capital product in the U.S. Both of these chartered financial institutions are industrial banks chartered by the State of Utah. In the event of a termination or interruption in the ability of the chartered financial institution that currently issues the PayPal Credit consumer product in the U.S. to lend under the PayPal Credit consumer product, the chartered financial institution that issues the PayPal Working Capital product in the U.S. has agreed to take ownership of (and originate loans with respect to) all PayPal Credit consumer accounts. Nevertheless, any termination or interruption of either bank's ability to lend could result in the inability or unwillingness to originate any new PayPal Credit or PayPal Working Capital loans. In the event of either bank's inability or unwillingness to lend, we would either need to reach a similar agreement with another chartered financial institution or obtain our own bank charter or licenses. We may be unable to reach a similar agreement with another partner on favorable terms or at all, and obtaining a bank charter or lending licenses would be a time-consuming and costly process and would subject us to additional laws and regulatory requirements, which could be burdensome and increase our costs. In addition, our commercial relationships with third parties which are federally supervised U.S. financial institutions could subject us to examination by their federal banking regulators with respect to certain services that we provide.

In 2015, the U.S. Second Circuit Court of Appeals, *Madden v. Midland Funding, LLC* (786 F.3d 246 (2d Cir. 2015)), concluded that the buyer of a charged off credit card account could not rely on the National Bank Act's preemption of state interest rate limits for interest at rates imposed by the buyer after charge-off. A petition to the U.S. Supreme Court to review the decision was denied in June 2016, and the case has been remanded to the lower court to be determined in accordance with the ruling of the Second Circuit. The decision has resulted in some uncertainty as to whether non-bank entities purchasing loans originated by a bank may rely on federal preemption of state usury laws, and may create an increased risk of litigation by plaintiffs challenging our ability to collect interest and fees in accordance with the terms of certain loans. Although the *Madden* decision specifically addressed preemption under the National Bank Act, this decision could support future challenges to federal preemption for other institutions, including FDIC-insured, state chartered industrial banks like those that we rely on to issue our loan products in the U.S. Although we believe the *Madden* case can be distinguished from the manner in which we offer our credit products, there can be no assurances as to the outcome of any potential litigation, or that the possible impact of such litigation will not have a material adverse impact on our business.

[Our credit products expose us to additional risks.](#)

Our PayPal Credit and PayPal Working Capital products are offered to a wide range of consumers and merchants, and the financial success of these products depends on the effective management of the risk related to these products. The lender for the PayPal Credit product extends credit using proprietary segmentation and credit algorithms and other analytical techniques designed to analyze the credit risk of specific consumers based on their past purchasing and payment history with PayPal as well as their credit scores. Similarly, to assess a merchant who wishes to obtain a PayPal Working Capital advance, among other indicators, the lender applies a proprietary risk model to help predict the merchant's ability to repay the working capital advance. These risk models may

not accurately predict the creditworthiness of a consumer or merchant due to inaccurate assumptions about the particular consumer or merchant or the economic environment or limited transaction history, among other factors. The accuracy of these risk models and the ability of the lender and our ability to manage credit risk related to our PayPal Credit and PayPal Working Capital products may also be affected by legal or regulatory changes, competitors' actions, changes in consumer behavior, changes in the economic environment and other factors.

Like other businesses with significant exposure to losses from consumer and merchant credit, we face the risk that PayPal Credit and PayPal Working Capital account holders will default on their payment obligation, creating the risk of potential charge-offs. The non-payment rate among account holders may increase due to, among other things, changes to underwriting standards, worsening economic conditions, such as a recession or greater austerity in various countries, increases in prevailing interest rates, and high unemployment rates. Account holders who miss payments often fail to repay their loans, and account holders who file for protection under the bankruptcy laws generally do not repay their loans.

We purchase receivables related to our PayPal Credit products, and originated loans with respect to our PayPal Working Capital Products. If we are unable to fund our purchase of these receivables adequately or in a cost-effective manner, or if we are unable to efficiently manage the cash resources utilized for these purposes, our business could be harmed.

Our international expansion of our PayPal Credit product offerings exposes us to additional risks, including those discussed below under the risk factor titled "Our international operations are subject to increased risks, which could harm our business."

[Our business may be impacted by political events, war, terrorism, public health issues, natural disasters and other business interruptions.](#)

War, terrorism, geopolitical uncertainties, public health issues and other business interruptions have caused and could cause damage or disruption to the economy and commerce on a global or regional basis, which could have a material adverse effect on our business, our customers, and companies with which we do business. Our business operations are subject to interruption by, among others, natural disasters, fire, power shortages, earthquakes, floods, nuclear power plant accidents and other industrial accidents, terrorist attacks and other hostile acts, labor disputes, public health issues and other events beyond our control. Such events could decrease demand for our products and services or make it difficult or impossible for us to deliver products and services to our customers. In the event of a natural disaster, we could incur significant losses, require substantial recovery time and experience significant expenditures in order to resume operations.

[Changes to our buyer and seller protection programs could increase our loss rate.](#)

Our buyer and seller protection programs protect merchants and consumers from fraudulent transactions. In 2015, we increased the scope of our buyer protection program to cover digital goods and intangible goods and services. In addition, consumers who pay through PayPal may have reimbursement rights from their payment card issuer (usually a bank), which in turn will seek recovery from us. The risk of losses from our buyer and seller protection programs are specific to individual buyers, sellers and transactions, and may also be impacted by regional variations to these programs, modifications to these programs resulting from changes in regulatory requirements, or changes that we decide to implement, such as expanding the scope of transactions covered by one or more of these programs. Upon PayPal becoming an independent publicly traded company on July 17, 2015, we extended our protection programs in several countries to cover certain customers' purchases on eBay, and our costs associated with these programs have therefore increased. Increases in our loss rate, including as a result of changing our buyer and seller protection programs, could harm our business.

[Our international operations are subject to increased risks, which could harm our business.](#)

Our international operations have generated approximately one-half of our net revenues in recent years. In addition to uncertainty about our ability to generate revenues from our foreign operations and expand into international markets, and the foreign currency risks discussed earlier in this "Risk Factors" section under the caption "We are exposed to fluctuations in foreign currency exchange rates," there are risks inherent in doing business internationally on both a domestic (i.e., in-country) and cross-border basis, including:

- expenses associated with localizing our products and services and customer data, including offering customers the ability to transact business in the local currency and adapting our products and services to local preferences (e.g., payment methods) with which we may have limited or no experience;
- trade barriers and changes in trade regulations;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions, foreign currency exchange restrictions or extreme fluctuations in foreign currency exchange rates for a particular currency;
- political or social unrest, economic instability, repression, or human rights issues;
- geopolitical events, including natural disasters, public health issues, acts of war, and terrorism;
- import or export regulations;

- compliance with U.S. laws and foreign laws prohibiting corrupt payments to government officials, such as the Foreign Corrupt Practices Act and the U.K. Bribery Act, and other local anticorruption laws;
- compliance with U.S. and foreign laws designed to combat money laundering and the financing of terrorist activities;
- antitrust and competition regulations;
- potentially adverse tax developments and consequences;
- economic uncertainties relating to sovereign and other debt;
- different, uncertain, or more stringent user protection, data protection, privacy, and other laws;
- risks related to other government regulation or required compliance with local laws;
- data localization requirements;
- risks related to multiple overlapping legal or regulatory regimes, which may impose conflicting requirements on us;
- national or regional differences in macroeconomic growth rates;
- local licensing and reporting obligations; and
- increased difficulties in collecting accounts receivable.

Violations of the complex foreign and U.S. laws, rules and regulations that apply to our international operations may result in fines, criminal actions, or sanctions against us, our officers, or our employees; prohibitions on the conduct of our business; and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, violations by our employees, contractors, or agents could nevertheless occur. These risks are inherent in our international operations and expansion, may increase our costs of doing business internationally, and could harm our business.

[We are exposed to fluctuations in interest rates.](#)

We are exposed to interest rate risk from our investment portfolio and from interest-rate sensitive assets underlying the customer balances we hold on our balance sheet as customer accounts. A low interest rate environment or reductions in interest rates may negatively impact our investment income and our net income. In addition, fluctuations in interest rates may adversely impact our customers' spending levels and ability and willingness to pay outstanding amounts owed to us. Higher interest rates often lead to higher payment obligations by customers to us and other lenders under mortgage, credit card and other consumer loans, which may reduce our customers' ability to remain current on their obligations to us and therefore lead to increased delinquencies, charge-offs and allowance for loan and interest receivable which could have an adverse effect on our net income.

In July 2015, we entered into a revolving credit facility. As a result, to the extent of our borrowings under the facility, which bear interest at a floating rate, we will be exposed to interest rate fluctuations.

[Use of our payments services for illegal purposes could harm our business.](#)

Our payment system is susceptible to potentially illegal or improper uses, including money laundering, terrorist financing, illegal online gambling, fraudulent sales of goods or services, illicit sales of prescription medications or controlled substances, piracy of software, movies, music, and other copyrighted or trademarked goods (in particular, digital goods), money laundering, bank fraud, child pornography trafficking, prohibited sales of alcoholic beverages or tobacco products, online securities fraud, or to facilitate other illegal activity. Certain activity that may be legal in one country may be illegal in another country, and a merchant may intentionally or inadvertently be found responsible for importing or exporting illegal goods, resulting in liability for us. Changes in law have increased the penalties for intermediaries providing payment services for certain illegal activities and additional payments-related proposals are under active consideration by government authorities. Intellectual property rights owners or government authorities may seek to bring legal action against providers of payments solutions, including PayPal, that are peripherally involved in the sale of infringing items. Any threatened or resulting claims could result in reputational harm, and any resulting liabilities, loss of transaction volume or increased costs could harm our business.

[Our failure to manage our customer funds and the assets underlying our customer funds properly could harm our business.](#)

We hold a substantial amount of funds belonging to our customers, including deposits in customer accounts and funds being remitted to sellers of goods and services. Our ability to manage and account accurately for the assets underlying our customer funds requires a high level of internal controls. As our business continues to grow and we expand our product offerings, we must continue to strengthen our associated internal controls. For example, in March 2016, as approved by the Supervisory Board of PayPal (Europe) and as permitted by the CSSF, certain European customer balances held in our Luxembourg banking subsidiary are being used to extend credit to our European customers. Our success requires significant public confidence in our ability to properly manage our customers' balances and handle large and growing transaction volumes and amounts of customer funds. Any failure to maintain the necessary controls or to manage our customer funds and the assets underlying our customer funds accurately could result in reputational harm, lead customers to discontinue or reduce their use of our products and result in significant penalties and fines, which could materially harm our business.

[We are subject to regulatory activity and antitrust litigation under competition laws.](#)

We are subject to scrutiny by various government agencies under U.S. and foreign laws and regulations, including antitrust and competition laws. An increasing number of jurisdictions also provide private rights of action for competitors or consumers to assert claims of anti-competitive conduct. Other companies and government agencies have in the past and may in the future allege that our actions violate the antitrust or competition laws of the U.S., individual states, other countries, or the European Commission, or otherwise constitute unfair competition. An increasing number of governments are regulating competition law

activities, including increased scrutiny in large markets such as China. Our business agreements or arrangements with customers or other companies could give rise to regulatory action or antitrust litigation. Some regulators, particularly those outside of the U.S., may perceive our business to be used so broadly that otherwise uncontroversial business practices could be deemed anticompetitive. Any claims or investigations, even if without foundation, may be very expensive to defend or respond to, involve negative publicity and substantial diversion of management time and effort, and could result in reputational harm, significant judgments against us, or require us to change our business practices.

[We are subject to patent litigation.](#)

We have repeatedly been sued for allegedly infringing other parties' patents. At any given time, we are typically a defendant in a number of patent lawsuits and have been notified of several other potential patent disputes. We expect that we will increasingly be subject to patent infringement claims because, among other reasons:

- our products and services continue to expand in scope and complexity;
- we continue to expand into new business areas, including through acquisitions; and
- the number of patent owners who may claim that we, any of the companies that we have acquired, or our customers infringe their patents, and the aggregate number of patents controlled by such patent owners, continues to increase.

Such claims may be brought directly against us or against our customers whom we may indemnify either because we are contractually obligated to do so or we choose to do so as a business matter. We believe that an increasing number of these claims against us and other technology companies have been, and continue to be, initiated by third parties whose sole or primary business is to assert such claims. In addition, we have seen significant patent disputes between operating companies in some technology industries. Patent claims, whether meritorious or not, are time-consuming and costly to defend and resolve, and could require us to make expensive changes in our methods of doing business, enter into costly royalty or licensing agreements, make substantial payments to satisfy adverse judgments or settle claims or proceedings, or cease conducting certain operations, which would harm our business.

[We may be unable to adequately protect or enforce our intellectual property rights, or third parties may allege that we are infringing their intellectual property rights.](#)

The protection of our intellectual property, including our trademarks, patents, copyrights, domain names, trade dress, and trade secrets, is important to the success of our business. We seek to protect our intellectual property rights by relying on applicable laws and regulations in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights when offering or procuring products and services, including confidentiality and invention assignment agreements entered into with our employees and contractors and confidentiality agreements with parties with whom we conduct business.

Effective intellectual property protection may not be available in every country in which our products and services are made available. We may be required to expend significant time and expense in order to prevent infringement or to enforce our rights.

Although we have generally taken measures to protect our intellectual property rights, there can be no assurance that we will be successful in protecting or enforcing our rights in every jurisdiction, or that contractual arrangements and other steps that we have taken to protect our intellectual property will prevent third parties from infringing or misappropriating our intellectual property or deter independent development of equivalent or superior intellectual property rights by others. If we are unable to prevent third parties from adopting, registering or using trademarks and trade dress that infringe, dilute or otherwise violate our trademark rights, the value of our brands could be diminished and our business could be adversely affected. Also, we may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. We have licensed in the past, and expect to license in the future, certain of our proprietary rights, such as trademarks or copyrighted material, to others. These licensees may take actions that diminish the value of our proprietary rights or harm our reputation. Any failure to adequately protect or enforce our intellectual property rights, or significant costs incurred in doing so, could diminish the value of our intangible assets and materially harm our business.

As the number of products in the technology and payments industries increases and the functionality of these products further overlaps, and as we acquire technology through acquisitions or licenses, we may become increasingly subject to intellectual property infringement and other claims. Litigation may be necessary to determine the validity and scope of the patent and other intellectual property rights of others. The ultimate outcome of any allegation is often uncertain and, regardless of the outcome, any such claim, with or without merit, may be time-consuming, result in costly litigation, divert management's time and attention from our business, and require us to, among other things, stop providing transaction processing and other payment-related services or redesign, stop selling our products or services, pay substantial amounts to satisfy judgments or settle claims or lawsuits, pay substantial royalty or licensing fees, or satisfy indemnification obligations that we have with certain parties with whom we have commercial relationships. Our failure to obtain necessary license or other rights, or litigation or claims arising out of intellectual property matters, may harm our business.

We are regularly subject to general litigation, regulatory disputes, and government inquiries.

We are regularly subject to claims, individual and class action lawsuits, government and regulatory investigations, inquiries or requests, and other proceedings involving competition and antitrust law, intellectual property, privacy, data protection, information security, anti-money laundering, counter-terrorist financing, sanctions, anti-corruption, consumer protection, accessibility claims, securities, tax, labor and employment, commercial disputes, services, escheatment of unclaimed or abandoned property, and other matters. In particular, our business faces ongoing consumer protection and intellectual property litigation, as discussed above. The number and significance of these disputes and inquiries have increased as our company has grown larger, our business has expanded in scope and geographic reach, and our products and services have increased in complexity. In addition, the laws, rules and regulations affecting our business, including those pertaining to Internet and mobile commerce, payments services, and credit, are subject to ongoing interpretation by the courts and governmental authorities, and the resulting uncertainty in the scope and application of these laws, rules and regulations increases the risk that we will be subject to private claims and governmental actions alleging violations of those laws, rules and regulations.

The scope, outcome and impact of claims, lawsuits, government investigations, and proceedings that we are subject to cannot be predicted with certainty. Regardless of the outcome, such investigations and proceedings can have an adverse impact on us because of legal costs, diversion of management resources, reputational damage, and other factors. Determining reserves for our pending litigation and regulatory proceedings is a complex, fact-intensive process that is subject to management's judgment. Resolving one or more such legal and regulatory proceedings could potentially require us to make substantial payments to satisfy judgments, fines or penalties or to settle claims or proceedings, any of which could materially and adversely affect our business. These proceedings could also result in reputational harm, criminal sanctions, consent decrees, or orders preventing us from offering certain products or services, requiring a change in our business practices in costly ways or development of non-infringing or otherwise altered products or technologies. Any of these consequences could materially and adversely affect our business.

Certain of our customer agreements contain arbitration provisions with class action waiver provisions that may limit our exposure to consumer class action litigation, but there can be no assurance that we will be successful in enforcing these arbitration provisions, or the class action waiver provisions in them, in the future or in any given case. Legislative, administrative or regulatory developments may directly or indirectly prohibit or limit the use of pre-dispute arbitration clauses and class action waiver provisions. Any such prohibitions or limitations on or discontinuation of the use of such arbitration or class action waiver provisions could subject us to additional lawsuits, including additional consumer class action litigation, or materially impact our ability to avoid exposure from consumer class action litigation.

We may have exposure to greater than anticipated tax liabilities.

The determination of our worldwide provision for income taxes and other tax liabilities requires estimation and significant judgment, and there are many transactions and calculations where the ultimate tax determination is uncertain. Like many other multinational corporations, we are subject to tax in multiple U.S. and foreign tax jurisdictions. Our determination of our tax liability is always subject to audit and review by applicable domestic and foreign tax authorities, and we are currently undergoing a number of investigations, audits and reviews by taxing authorities throughout the world. Any adverse outcome of any such audit or review could have a negative effect on our business and the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the periods for which such determination is made. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may prove to be insufficient.

In addition, our future income taxes could be adversely affected by earnings being lower than anticipated, or by the incurrence of losses, in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, as a result of gains on our foreign exchange risk management program, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items.

Various levels of government, such as U.S. federal and state legislatures, and international organizations, such as the Organization for Economic Co-operation and Development ("OECD") and the EU, are increasingly focused on tax reform and other legislative or regulatory action to increase tax revenue. Any such tax reform or other legislative or regulatory actions could increase our effective tax rate.

We and our merchants may be subject to sales reporting and record-keeping obligations.

A number of U.S. states, the U.S. federal government and foreign countries have implemented or are in the process of implementing reporting or record-keeping obligations on companies that engage in or facilitate ecommerce to improve tax compliance. Additionally, a number of jurisdictions are reviewing whether payment service providers and other intermediaries could be deemed the legal agent of merchants for certain tax purposes. We have modified our software to meet known requirements and expect further modifications will be required to comply with future requirements, which may change our customer experience and increase operational costs. Any failure by us to comply with these and similar reporting and record-keeping obligations could result in substantial monetary penalties and other sanctions, impact our ability to do business in certain jurisdictions, and harm our business.

Acquisitions, joint ventures, strategic investments, and other strategic transactions could result in operating difficulties and could harm our business.

Acquisitions, joint ventures, strategic investments, and other strategic transactions are important elements of our overall corporate strategy. We expect to continue to evaluate and consider a wide array of potential strategic transactions as part of our overall business strategy, including business combinations, acquisitions, and dispositions of certain businesses, technologies, services, products, and other assets, as well as joint ventures, strategic investments, and commercial and strategic partnerships. These transactions may involve significant challenges and risks, including:

- the potential loss of key customers, vendors and other key business partners of the companies we acquire, or dispose of, following and continuing after announcement of our transaction plans;
- declining employee morale and retention issues affecting employees of companies that we acquire or dispose of, which may result from changes in compensation, management, reporting relationships, future prospects, or the direction of the acquired or disposed business;
- difficulty making strategic hires of new employees;
- diversion of management time and a shift of focus from operating the business to the transaction, and in the case of an acquisition, integration and administration;
- the need to integrate the operations, systems (including accounting, management, information, compliance, human resource and other administrative systems), technologies, products and personnel of each acquired company, which is an inherently risky and potentially lengthy and costly process;
- the inefficiencies and lack of control that may result if such integration is delayed or not implemented, and unforeseen difficulties and expenditures that may arise as a result;
- the need to implement or improve controls, procedures and policies appropriate for a larger public company at companies that, prior to acquisition, may have lacked such controls, procedures and policies or whose controls, procedures and policies did not meet applicable legal, regulatory and other standards;
- potential exposure to new or increased regulatory oversight and regulatory obligations associated with new products or entry into new markets;
- risks associated with our expansion into new international markets;
- risks associated with the complexity of entering into and effectively managing joint ventures, strategic investments, and other strategic partnerships
- lawsuits resulting from the transaction;
- liability for activities of the acquired company before the acquisition, including intellectual property and other litigation claims or disputes, violations of laws, rules and regulations, commercial disputes, tax liabilities and other known and unknown liabilities;
- the potential loss of key employees following the transaction;
- the acquisition of new customer and employee personal information, which in and of itself may require regulatory approval and or additional controls, policies and procedures and subject us to additional exposure and additional complexity and costs of compliance; and
- our dependence on the accounting, financial reporting, operating metrics and similar systems, controls and processes of acquired businesses and the risk that errors or irregularities in those systems, controls and processes will lead to errors in our financial statements or make it more difficult to manage the acquired business.

At any given time we may be engaged in discussions or negotiations with respect to one or more of these or other types of transactions, any of which could, individually or in the aggregate, be material to our financial condition and results of operations. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable transaction opportunities. It may take us longer than expected to fully realize the anticipated benefits of these transactions, and those benefits may ultimately be smaller than anticipated or may not be realized at all, which could adversely affect our business and operating results. Any acquisitions or dispositions may also require us to issue additional equity securities, spend our cash, or incur debt (and increased interest expense), liabilities, and amortization expenses related to intangible assets or write-offs of goodwill, which could adversely affect our results of operations and dilute the economic and voting rights of our stockholders.

Joint ventures and minority investment inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational and/or compliance risks associated with the joint venture or minority investment. In addition, we may be dependent on joint venture partners, controlling shareholders, management or other persons or entities who control them may have business interests, strategies or goals that are inconsistent with ours. Business decisions or other actions or omissions of the joint venture partners, controlling shareholders, management or other persons or entities who control them may adversely affect the value of our investment, result in litigation or regulatory action against us and otherwise damage our reputation and brand.

We rely on third parties in many aspects of our business, which creates additional risk.

We rely on third parties in many aspects of our business, including the following:

- networks, banks, payment processors, and payment gateways that link us to the payment card and bank clearing networks to process transactions;

- unaffiliated third-party lenders to make consumer and merchant loans originated in the U.S. for our PayPal Credit and PayPal Working Capital products, respectively;
- third parties that provide loan servicing and customer statements processing;
- third parties that provide certain outsourced customer support and product development functions, which are critical to our operations; and
- third parties that provide facilities, infrastructure, components and services, including data center facilities and cloud computing.

Third parties that we rely on to process transactions may fail or refuse to process transactions adequately, and these and other third parties on whom we rely may breach their agreements with us, refuse to renew these agreements on commercially reasonable terms, take actions that degrade the functionality of our services, impose additional costs or requirements on us, or give preferential treatment to competitive services. Financial or regulatory issues, labor issues, or other problems that prevent these third parties from providing services to us or our customers could harm our business. If our service providers do not perform satisfactorily, our operations could be disrupted, which could result in customer dissatisfaction, damage our reputation, and harm our business.

Price increases or financial penalties by, or service terminations, disruptions or interruptions at, companies that we rely on to provide services to us or our customers could disrupt our operations and harm our business. Some third parties who provide services to us may have or gain market power and be able to increase their prices to us without competitive constraint. In addition, there can be no assurance that third parties who provide services directly to us or our customers will continue to do so on acceptable terms, or at all. If any third parties were to stop providing services to us or our customers on acceptable terms, including as a result of bankruptcy or other business interruption, we may be unable to procure alternatives from other third parties in a timely and efficient manner and on acceptable terms, or at all.

[Our developer platforms, which are open to merchants and third-party developers, subject us to additional risks.](#)

We provide third-party developers with access to application programming interfaces, software development kits and other tools designed to allow them to produce applications for use, with a particular focus on mobile applications. There can be no assurance that merchants or third-party developers will develop and maintain applications and services on our open platforms on a timely basis or at all, and a number of factors could cause such third-party developers to curtail or stop development for our platforms. In addition, our business is subject to many regulatory restrictions. It is possible that merchants and third-party developers who utilize our development platforms or tools could violate these regulatory restrictions and we may be held responsible for such violations, which could harm our business.

[Our retail point of sale solutions expose us to additional risks.](#)

We have announced several retail point of sale solutions, which enable merchants to accept payments using a payments card reader attached to, or otherwise communicating with, a mobile device or to scan payment cards and codes using the mobile device's embedded camera, and which enable consumers to use their mobile devices to pay at the point of sale. We have entered into strategic partnerships with Visa, MasterCard and Discover to further expand our relationship with these companies in a way that will make it easier for merchants to accept and consumers to choose to pay for transactions utilizing these companies' credit and debit cards. As part of those agreements, we will gain access to each of these partner's tokenization services in the U.S. for in-store point-of-sale PayPal transactions, which we expect will increase the number of point of sale transactions that we process. As we continue to expand our product and service offerings at the retail point of sale, we will face additional risks, including:

- increased expectations from offline retailers regarding the reliability and availability of our systems and services and correspondingly lower amounts of downtime, which we may not be able to meet;
- significant competition at the retail point of sale, particularly from established payment card providers such as Visa, MasterCard and American Express, many of which have substantially greater resources than we do;
- increased targeting by fraudsters; given that our fraud models are less developed in this area, we may experience increases in fraud and associated transaction losses as we adjust to fraudulent activity at the point of sale;
- exposure to product liability claims to the extent that hardware devices that we produce for use at the retail point of sale malfunction or are not in compliance with laws, which could result in substantial liability and require product recalls or other actions;
- exposure to additional laws, rules and regulations;
- increased reliance on third parties involved with processing in-store payments, including independent software providers, electronic point of sale providers, hardware providers (such as cash register and pin-pad providers), payment processors and banks that enable in-store transactions; and
- lower operating income than our other payment solutions.

Unless we are able to successfully manage these risks, including driving adoption of, and significant volume through, our retail point of sale solutions over time, our business may be harmed.

Our success largely depends on key personnel. Because competition for our key employees is intense, we may not be able to attract, retain, and develop the highly skilled employees we need to support our business. The loss of key personnel could harm our business.

Our future performance depends substantially on the continued services of key personnel, including our executive team and other highly skilled employees, and our ability to attract, retain, and motivate such personnel. Competition for key personnel is intense, especially in the San Francisco Bay Area, where our corporate headquarters are located and where the cost of living is high, and we may be unable to successfully attract, integrate, or retain sufficiently qualified key personnel. In making employment decisions, particularly in the technology and payments industries, job candidates often consider the value of the equity awards they would receive in connection with their employment, and fluctuations in our stock price, or a perception that the market price of our stock may not increase or may increase more slowly than stock prices at other technology or payments companies, may make it more difficult to attract, retain, and motivate employees. We are limited in our ability to recruit internationally by restrictive domestic immigration laws or policies. In addition, we do not have long-term employment agreements with any of our key personnel and do not maintain any “key person” life insurance policies. The loss of the services of any of our key personnel, or our inability to attract highly qualified key personnel, could harm our business.

We are subject to risks associated with information disseminated through our products and services.

Companies providing online services may be subject to claims relating to information disseminated through them, including claims alleging defamation, libel, breach of contract, invasion of privacy, negligence, copyright or trademark infringement, among other things. The laws relating to the liability of companies providing online services for information disseminated through their services are subject to frequent challenges both in the U.S. and foreign jurisdictions. We are also subject to potential liability to third parties for the customer-provided content on our products and services, particularly in jurisdictions outside the U.S. where the applicable laws are unsettled. If we become liable for information provided by our customers and carried on our products and services, we could be directly harmed and we may be forced to implement new measures to reduce our exposure to this liability, including expending substantial resources or discontinuing certain product or service offerings, which could harm our business.

RISKS RELATED TO THE SEPARATION AND OUR OPERATION AS AN INDEPENDENT PUBLICLY TRADED COMPANY

If the distribution, together with certain related transactions, does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes under Sections 368(a)(1)(D) and 355 of the Internal Revenue Code (the “Code”), eBay, PayPal and eBay stockholders could be subject to significant tax liabilities and, in certain circumstances, we could be required to indemnify eBay for material taxes pursuant to indemnification obligations under the tax matters agreement.

On July 17, 2015, we became an independent publicly traded company through the pro rata distribution by eBay Inc. of 100% our outstanding common stock to eBay’s stockholders (which we sometimes refer to as the “separation” or the “distribution”). eBay received an opinion from its outside legal counsel regarding the qualification of the distribution, together with certain related transactions, as a transaction that is generally tax-free for U.S. federal income tax purposes under Sections 368(a)(1)(D) and 355 of the Code. The opinion was based on and relied on, among other things, certain facts and assumptions, as well as certain representations, statements and undertakings of eBay and of us, including those relating to the past and future conduct of eBay and of us. If any of these representations, statements or undertakings were, or became, inaccurate or incomplete, or if eBay or we breach any of our respective covenants in the separation documents, the opinion of counsel may be invalid and the conclusions reached therein could be jeopardized.

Notwithstanding the opinion of counsel, the IRS could determine that the distribution, together with certain related transactions, should be treated as a taxable transaction if the IRS determines that any of these representations, assumptions, or undertakings upon which such opinion was based are incorrect or have been violated or if the IRS disagrees with the conclusions in the opinion of counsel. An opinion of counsel is not binding on the IRS or any court and there can be no assurance that the IRS will not challenge the conclusions reached in the opinion. The IRS did not provide any opinion in advance of the separation that our proposed transaction is tax-free.

If the distribution, together with certain related transactions, failed to qualify as a transaction that is generally tax-free under Sections 368(a)(1)(D) and 355 of the Code, in general, eBay would recognize taxable gain as if it had sold the PayPal common stock in a taxable sale for its fair market value, eBay stockholders who received PayPal common stock in the distribution may be subject to tax as if they had received a taxable distribution equal to the fair market value of such shares and we could incur significant liabilities.

We may not be able to engage in desirable strategic or capital-raising transactions for a period of time following the separation. In addition, we could be liable for adverse tax consequences resulting from engaging in significant strategic or capital-raising transactions.

To preserve the tax-free treatment to eBay of the separation and the distribution, under the tax matters agreement that we entered into with eBay, for a period of time following the distribution, we are generally prohibited from taking certain actions that prevent the distribution and related transactions from qualifying as a transaction that is generally tax-free, for U.S. federal income tax purposes under Sections 368(a)(1)(D) and 355 of the Code. These restrictions may limit our ability to pursue certain strategic transactions or other transactions that we or our stockholders consider desirable or may prevent us from engaging in certain capital-raising transactions.

We have limited history of operating as an independent, publicly traded company in our current form, and our historical financial information is not necessarily representative of the results that we would have achieved as a separate, publicly traded company and may not be a reliable indicator of our future results.

The consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K were derived in part from the consolidated financial statements and accounting records of eBay and do not necessarily reflect the financial condition, results of operations, or cash flows that we would have achieved as a separate, independent, publicly traded company during the periods presented or those that we will achieve in the future, primarily as a result of the factors described below:

- Prior to the separation, our business was operated by eBay as part of its broader corporate organization, rather than as an independent company. eBay or its affiliates performed various corporate functions for us, such as legal, finance, treasury, accounting, tax, auditing, human resources, certain compliance functions, and public affairs. Our historical financial results prior to separation reflect allocations of corporate expenses from eBay for such functions, which are likely to be less than the comparable expenses we would have incurred had we operated as a separate publicly traded company. In addition, we may need to significantly increase our investment in certain of these functions to ensure appropriate levels of administrative, legal and regulatory compliance.
- Prior to the separation, our business was integrated with the other businesses of eBay. Historically, we shared economies of scope and scale in costs, employees, vendor relationships and customer relationships. Although we have entered into arm's length agreements with eBay, including the operating agreement, these arrangements may not retain or fully capture the benefits that we enjoyed as a result of being integrated with eBay and may result in our paying higher charges than in the past for these services. This could have an adverse effect on our results of operations and financial condition.
- As a part of eBay, we benefited from, among other things, the acquisition of new customers from eBay, capital to fund acquisitions, investments and credit, and data from eBay that helped us to manage risks and maintain a low loss rate. In addition, being a part of eBay enabled us to leverage eBay's technology capabilities, data, commerce platforms and relationships with retailers, brands and large merchants worldwide. The loss of these synergies and benefits could adversely affect our results of operations and financial condition.
- Generally, our working capital requirements and capital for our general corporate purposes, including acquisitions and capital expenditures, were historically satisfied as part of the corporate-wide cash management policies of eBay. We may need to obtain additional financing from banks, through public offerings or private placements of debt or equity securities, or through strategic relationships or other arrangements, which may or may not be available and may be more costly.
- The cost of capital for our business may be higher than eBay's cost of capital prior to the separation.

We may continue to experience significant changes in our cost structure, management, financing, and business operations as a result of operating as an independent company separate from eBay. For additional information, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and accompanying notes included in Part IV, Item 15 of this Annual Report on Form 10-K.

eBay remains a significant source of our revenues.

We continue to derive a significant amount of revenues and operating income from eBay. Our relationship with eBay is governed in part by an operating agreement that was entered into at separation and has a term of five years. When our operating agreement with eBay expires, or if it is terminated prior to its expiration, or if there is a significant change in our relationship with eBay, including if eBay becomes a merchant of record, eliminates or modifies any of its risk management or customer protection programs, directs transactions to a different provider of payment services or offers eBay customers more payment options, our business could be materially harmed.

eBay may fail to perform under various agreements that were executed as part of the separation or we may fail to have necessary systems and services in place when certain of the transaction agreements expire.

In connection with the separation, we entered into a separation and distribution agreement with eBay as well as various other agreements, including an operating agreement, colocation services agreements, transition services agreements, a tax matters agreement, an employee matters agreement, an intellectual property matters agreement, a data sharing addendum, and a product development agreement. The separation agreement, the tax matters agreement, the employee matters agreement, and the intellectual property matters agreement determine the allocation of assets and liabilities (including by means of licensing) between the companies following the separation for those respective areas and include any necessary indemnifications related to liabilities and obligations. The operating agreement, the colocation services agreements and the data sharing addendum establish certain commercial relationships between eBay and us related to payment processing, credit, information technology infrastructure and data sharing. The transition services agreements provide for the performance of certain services by each company for the benefit of the other for a limited period of time after the separation. If we or eBay is unable to satisfy its performance and payment obligations under these agreements, including its respective indemnification obligations, we could incur operational difficulties or losses or be required to make substantial indemnification or other payments to eBay. If we do not have in place our own systems and services, or if we do not have agreements with other providers of these services once these transaction agreements expire or terminate, we may not be able to operate our business effectively and our financial condition and result of operations may be adversely affected.

After the separation, certain of our directors may have actual or potential conflicts of interest because of their previous or continuing positions at eBay.

Because of their current or former positions with eBay, certain of our directors own eBay common stock and equity awards. Following the separation, even though our board of directors consists of a majority of directors who are independent, some of our directors continue to have a financial interest in eBay common stock and equity awards. In addition, one of our directors continues to serve on the eBay board of directors. Continuing ownership of eBay common stock and equity awards or service as a director at both companies could create, or appear to create, potential conflicts of interest if we and eBay were to have disagreements about the agreements between us or face decisions that could have different implications for us and eBay.

RISKS RELATED TO OUR COMMON STOCK

The price of our common stock has fluctuated and may continue to fluctuate significantly.

The price of our common stock has fluctuated and may continue to fluctuate significantly due to a number of factors, some of which may be beyond our control, including, but not limited to:

- actual or anticipated fluctuations in our operating results;
- changes in financial estimates by us or securities analysts and recommendations by securities analysts;
- changes in our capital structure;
- speculation, coverage or sentiment in the media or the investment community;
- the operating and stock price performance of comparable companies;
- changes to the regulatory and legal environment under which we operate; and
- market conditions or trends in the payments industry, the industries of merchants and the domestic and worldwide economy as a whole.

Our amended and restated certificate of incorporation designates the state courts of the State of Delaware, or, if no state court located in the State of Delaware has jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against us and our directors and officers.

Our amended and restated certificate of incorporation provides that unless the corporation otherwise determines, the state courts of the State of Delaware, or, if no state court located in the State of Delaware has jurisdiction, the federal court for the District of Delaware, will be the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers to us or our stockholders, any action asserting a claim against us or any of our directors or officers arising pursuant to any provision of the Delaware General Corporation Law ("DGCL") or our amended and restated certificate of incorporation or bylaws, or any action asserting a claim against us or any of our directors or officers governed by the internal affairs doctrine. This exclusive forum provision may limit the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors and officers. Alternatively, if a court outside of Delaware were to find this exclusive forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we could incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

Certain provisions in our amended and restated certificate of incorporation and bylaws may prevent or delay an acquisition of our company, which could decrease the trading price of our common stock.

Certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of deterring coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and by encouraging prospective acquirers to negotiate with our board of directors rather than to attempt a hostile takeover. These provisions include, among others:

- rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings;
- the fact that directors may not be elected, removed or replaced at stockholder-requested special meetings unless a person, entity or group owns at least a majority of our outstanding common stock;
- the right of our board to issue preferred stock and to determine the voting, dividend and other rights of preferred stock without stockholder approval; and
- the ability of our directors, and not stockholders, to fill vacancies on our board of directors in most circumstances and to determine the size of our board of directors;
- the prohibition on stockholders acting by written consent; and
- the absence of cumulative rights in the election of directors.

We have also elected not to be governed by Section 203 of the DGCL, which provides that, subject to limited exceptions, persons that acquire, or are affiliated with a person that acquires, more than 15% of the outstanding voting stock of a Delaware corporation shall not engage in any business combination with that corporation, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which that person or its affiliates becomes the holder of more than 15% of the corporation's outstanding voting stock. Our amended and restated certificate of incorporation, however, contains a provision that generally mirrors Section 203 of the DGCL, except that it provides for a 20% threshold instead of the 15% provided for by the DGCL. These provisions could delay or prevent a change of control that our stockholders may favor.

Certain of the above provisions were added pursuant to the agreement between eBay Inc. and certain entities under the control of Carl C. Icahn. These provisions are not intended to make us immune from takeovers. However, these provisions will apply even if the offer may be considered beneficial by some stockholders and may delay or prevent an acquisition that our board of directors determines is not in the best interests of us and our stockholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

In addition, an acquisition or further issuance of our stock (including preferred stock) could trigger the application of Section 355(e) of the Code. For a discussion of Section 355(e), see “Material U.S. Federal Income Tax Consequences” in our registration statement on Form 10, as amended, filed with the Securities and Exchange Commission. Under the tax matters agreement, in such circumstances, we would be required to indemnify eBay for any resulting taxes, which could materially and adversely affect us. Moreover, this indemnity obligation might discourage, delay or prevent a change of control that our stockholders may consider favorable. Please refer to “Certain Relationships and Related Person Transactions” and “Description of PayPal’s Capital Stock” in our registration statement on Form 10, as amended, filed with the Securities and Exchange Commission for a more detailed description of these agreements and provisions.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We own and lease various properties in the U.S. and other countries around the world. We use the properties for executive and administrative offices, data centers, product development offices and customer service offices. As of December 31, 2016, our owned and leased properties provided us with aggregate square footage as follows:

	United States	Other Countries	Total
	(In millions)		
Owned facilities	1.2	—	1.2
Leased facilities	1.0	1.4	2.4
Total facilities	2.2	1.4	3.6

We own a total of 22 acres of land in the U.S. Our corporate headquarters are located in San Jose, California and occupy approximately 0.7 million of owned square feet.

Item 3. Legal Proceedings

The information set forth under “Note 12 — Commitments and Contingencies — Litigation and Regulatory Matters” to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

PRICE RANGE OF COMMON STOCK

Our common stock began "regular way" trading under the ticker symbol "PYPL" on The NASDAQ Stock Market on July 20, 2015. The following table sets forth the range of market prices as reported by The NASDAQ Stock Market for the period from July 20, 2015 to December 31, 2016.

	High	Low
Year Ended December 31, 2015		
Third Quarter (July 20, 2015 — September 30, 2015)	\$42.55	\$30.00
Fourth Quarter	\$38.52	\$30.75
Year Ended December 31, 2016		
First Quarter	\$41.75	\$30.52
Second Quarter	\$41.49	\$34.00
Third Quarter	\$41.30	\$35.72
Fourth Quarter	\$44.52	\$38.06

As of February 2, 2017, there were approximately 3,932 holders of record of our common stock. The actual number of stockholders is significantly greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees.

DIVIDEND POLICY

We have never paid any cash dividends and we currently do not anticipate paying any cash dividends in the foreseeable future.

STOCK REPURCHASE ACTIVITY

We did not repurchase any shares of our common stock in 2015. In January 2016, our Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$2 billion of our common stock, with no expiration from the date of authorization. This stock repurchase program is intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, may also be used to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase program may be made through open market transactions, block trades, privately negotiated transactions or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives. However, any stock repurchases are subject to market conditions and other uncertainties and we cannot predict if or when any stock repurchases will be made. Moreover, we may terminate our stock repurchase program at any time without notice.

The stock repurchase activity under our stock repurchase program during the three months ended December 31, 2016 is summarized as follows:

	Shares Repurchased	Average Price Paid per Share ⁽¹⁾	Value of Shares Repurchased	Remaining Amount Authorized for Repurchases
(In millions, except per share amounts)				
Period ended October 31, 2016	—	—	—	\$1,055
Period ended November 30, 2016	1.3	\$38.92	\$50	\$1,005
Period ended December 31, 2016	—	—	—	\$1,005
	1.3		\$50	

⁽¹⁾ Average price paid per share includes broker commissions.

These repurchased shares of common stock were recorded as treasury stock and were accounted for under the cost method. No repurchased shares of common stock have been retired.

Item 6. Selected Financial Data

The following selected financial data reflect the consolidated operations of PayPal. PayPal derived the selected consolidated income statement data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2016 and 2015 as set forth below, from its audited consolidated financial statements, which are included in "Item 15. Exhibits and Financial Statement Schedules" of this Annual Report on Form 10-K. PayPal derived the selected consolidated income statement data for the year ended December 31, 2013 and selected consolidated balance sheet data as of December 31, 2014 from audited consolidated financial statements not included in this Annual Report on Form 10-K. PayPal derived the selected consolidated income statement data for the year ended December 31, 2012 and the selected consolidated balance sheet data as of December 31, 2013 and 2012 from PayPal's underlying financial records, which were derived from the financial records of eBay. The historical results do not necessarily indicate the results expected for any future period. To ensure a full understanding, you should read the selected consolidated financial data presented below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and accompanying notes included elsewhere in this report.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(In millions, except per share amounts)				
Consolidated Statement of Income Data:					
Net revenue	\$10,842	\$ 9,248	\$ 8,025	\$ 6,727	\$ 5,662
Operating income	1,586	1,461	1,268	1,091	880
Net income	1,401	1,228	419	955	778
Net income per share:					
Basic	\$ 1.16	\$ 1.00	\$ 0.34	\$ 0.78	\$ 0.64
Diluted	\$ 1.15	\$ 1.00	\$ 0.34	\$ 0.78	\$ 0.64
Weighted average shares ⁽¹⁾⁽²⁾ :					
Basic	1,210	1,222	1,218	1,218	1,218
Diluted	1,218	1,229	1,224	1,224	1,224
Consolidated Balance Sheet Data:					
Total assets	\$33,103	\$28,881	\$21,917	\$19,160	\$16,183
Total long-term liabilities	1,513	1,505	386	509	428

¹ On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Basic and diluted net income per share for the years ended December 31, 2014, 2013, and 2012 were calculated using the number of common shares distributed on July 17, 2015.

² The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements that involve expectations, plans or intentions (such as those relating to future business, future results of operations or financial condition, new or planned features or services, or management strategies). You can identify these forward-looking statements by words such as “may,” “will,” “would,” “should,” “could,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” “plan” and other similar expressions. These forward-looking statements involve risks and uncertainties that could cause our actual results and financial condition to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those discussed in “Item 1A. Risk Factors” of this Annual Report on Form 10-K, as well as in our consolidated financial statements, related notes, and the other information appearing elsewhere in this report and our other filings with the SEC. We do not intend, and undertake no obligation, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. You should read the following “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in conjunction with the audited consolidated financial statements and the related notes that appear elsewhere in this report.

SEPARATION FROM eBAY INC.

On September 30, 2014, eBay Inc. (“eBay”) announced its intent to separate its payments business into an independent, publicly traded company. To accomplish this separation, in January 2015, eBay incorporated PayPal Holdings, Inc. (“PayPal Holdings”) which is now the parent of PayPal, Inc. and holds directly or indirectly all of the assets and liabilities associated with PayPal, Inc. In June 2015, the board of directors of eBay approved the separation (the “separation”) of eBay’s payments business through the distribution (the “distribution”) of 100% of the outstanding common stock of PayPal Holdings to eBay’s stockholders. PayPal Holdings’ registration statement on Form 10, as amended, was declared effective by the U.S. Securities and Exchange Commission on June 29, 2015. On July 17, 2015 (the “distribution date”), PayPal Holdings became an independent publicly traded company through the pro rata distribution by eBay of 100% of the outstanding common stock of PayPal Holdings to eBay stockholders. Each eBay stockholder of record as of the close of business on July 8, 2015 received one share of PayPal Holdings common stock for every share of eBay common stock held on the record date. Approximately 1.2 billion shares of PayPal Holdings common stock were distributed on July 17, 2015 to eBay stockholders. PayPal Holdings’ common stock began “regular way” trading under the ticker symbol “PYPL” on The NASDAQ Stock Market on July 20, 2015.

Prior to the separation, eBay transferred substantially all of the assets and liabilities and operations of eBay’s payments business to PayPal Holdings, which was completed in June 2015 (the “capitalization”). The consolidated financial statements prior to the capitalization were prepared on a stand-alone basis and were derived from eBay’s consolidated financial statements and accounting records. The consolidated financial statements reflect our financial position, results of operations, comprehensive income and cash flows as our business was operated as part of eBay prior to the capitalization. Following the capitalization, our consolidated financial statements include the accounts of PayPal Holdings and its wholly-owned subsidiaries. The consolidated financial position, results of operations and cash flows as of dates and for periods prior to the separation may not be indicative of what our financial position, results of operations and cash flows would have been as a separate stand-alone entity during the periods presented, nor are they indicative of what our financial position, results of operations and cash flows may be in the future. For additional information, see “Note 1 — Overview and Summary of Significant Accounting Policies” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Unless otherwise expressly stated or the context otherwise requires, references to “we,” “our,” “us,” “the Company” and “PayPal” refer to PayPal Holdings and its consolidated subsidiaries or, in the case of information as of dates or for periods prior to the separation, the consolidated entities of the payments business of eBay, including PayPal, Inc. and certain other assets and liabilities that had been historically held at the eBay corporate level but were specifically identifiable and attributable to the payments business.

BUSINESS ENVIRONMENT

We are a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. Our vision is to democratize financial services, as we believe that managing and moving money is a right for all people, not just the affluent. Our goal is to increase our relevance for consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform and using any device. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and Paydiant products, compose our proprietary Payments Platform.

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. That focus continues to become even more heightened as regulators on a global basis focus on such important issues as countering terrorist financing, anti-money laundering, privacy and consumer protection. Some of the laws and regulations to which we are subject were enacted recently and the laws and regulations applicable to us, including those enacted prior to the advent of digital and mobile payments, are continuing to evolve through legislative and regulatory action and judicial

interpretation. Non-compliance with laws and regulations, increased penalties and enforcement actions related to non-compliance, changes in laws and regulations or their interpretation, and the enactment of new laws and regulations applicable to us could have a material adverse impact on our business, results of operations and financial condition. Therefore, we monitor these areas closely to ensure compliant solutions for our customers who depend on us.

The United Kingdom (U.K.) held a referendum on June 23, 2016 in which a majority of voters approved an exit from the European Union (EU) (“Brexit”). The outcome of this referendum caused volatility in global stock markets and foreign currency exchange rate fluctuations. Brexit could adversely affect the U.K., European and worldwide economic and market conditions and could contribute to instability in regional or global financial and foreign exchange markets, including volatility in the value of the British Pound and Euro. We have foreign exchange exposure management programs designed to help reduce the impact from foreign currency rate movements. In 2016, 2015 and 2014, net revenues generated from our U.K. operations constituted 12%, 13% and 14%, respectively, of total net revenues. In 2016, 2015 and 2014, net revenues generated from the EU (excluding the U.K.) constituted approximately 20% of total net revenues. For additional information on how Brexit could affect our business, see “Item 1A. Risk Factors” under the caption — “The United Kingdom’s departure from the European Union could adversely affect us.”

Information security risks for global payments and technology companies have significantly increased in recent years. Although we are not aware of any material impacts relating to cyber-attacks or other information security breaches on our Payments Platform, there can be no assurance that we are immune to these risks and will not suffer such losses in the future. See “Item 1A. Risk Factors” under the caption — “Our business is subject to cyberattacks and security and privacy breaches.”

OVERVIEW OF RESULTS OF OPERATIONS

The following table provides a summary of our consolidated operating results for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(In millions, except percentages and per share amounts)				
Net revenues	\$10,842	\$9,248	\$8,025	17%	15%
Operating expenses	9,256	7,787	6,757	19%	15%
Operating income	1,586	1,461	1,268	9%	15%
Operating margin	15%	16%	16%	**	**
Income tax expense	230	260	842	(12)%	(69)%
Effective tax rate	14%	17%	67%	**	**
Net income	\$ 1,401	\$ 1,228	\$ 419	14%	193%
Net income per diluted share ⁽¹⁾⁽²⁾	\$ 1.15	\$ 1.00	\$ 0.34	15%	192%
Net cash provided by operating activities	\$ 3,158	\$2,546	\$2,220	24%	15%

All amounts in tables are rounded to the nearest millions, except as otherwise noted. As a result, certain amounts may not recalculate using the rounded amounts provided.

⁽¹⁾ On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Basic and diluted net income per share for the year ended December 31, 2014 was calculated using the number of common shares distributed on July 17, 2015.

⁽²⁾ The weighted average number of common shares outstanding for diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

** Not Meaningful

Net revenues increased \$1.6 billion, or 17%, in 2016 and \$1.2 billion, or 15%, in 2015. The increase was primarily driven by growth in TPV (as defined below under “Net Revenues”) of 26% in 2016 and 20% in 2015. Net revenues from Xoom (acquired in November 2015) contributed two percentage points to the 2016 growth rate and had no impact to the 2015 growth rate.

Total operating expenses increased \$1.5 billion, or 19%, in 2016 and \$1 billion or 15% in 2015. The increase in 2016 was due primarily to an increase in transaction expense and transaction and loan losses and higher other operating expenses incurred to operate as an independent public company (primarily in customer support and operations, general and administrative, and depreciation and amortization), partially offset by a decrease in restructuring expense. The increase in total operating expense in 2015 was primarily due to an increase in transaction expense, transaction and loan losses, general and administrative, and customer support and operations expense. Xoom operating expenses contributed three percentage points to the 2016 growth rate and one percentage point to the 2015 growth rate.

Operating income increased \$125 million, or 9%, in 2016 and \$193 million, or 15% in 2015. Operating income increased in 2016 and 2015 primarily due to the increase in net revenues and total operating expenses increasing less compared to the increase in net

revenues from operating efficiencies. Xoom had a four percentage points negative impact to 2016 growth rates and a one percentage point negative impact to 2015 growth rates. Our operating margin was 15%, 16% and 16% in 2016, 2015 and 2014, respectively. Operating margin decreased in 2016 primarily due to growth in our transaction expense and transaction and loan losses which together increased 30% in 2016 compared to 2015. Operating margin was flat in 2015 compared to 2014.

Net income increased by \$173 million, or 14%, in 2016 and \$809 million, or 193%, in 2015. The increase in net income in 2016 was attributable to an increase in operating income of \$125 million, a decrease in income tax expense of \$30 million and an increase in other income (expense), net of \$18 million. The increase in net income in 2015 was attributable to an increase in operating income of \$193 million and a decrease in income tax expense of \$582 million primarily resulting from the recognition of deferred tax liabilities in 2014 relating to undistributed foreign earnings of certain foreign subsidiaries for 2013 and prior years.

Non-GAAP financial measures

The following table provides a summary of our consolidated non-GAAP financial measures for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(In millions, except percentages and per share amounts)				
Non-GAAP operating income	\$ 2,174	\$ 1,975	\$ 1,648	10%	20%
Non-GAAP operating margin	20%	21%	21%	**	**
Non-GAAP income tax expense	\$ 394	\$ 402	\$ 298	(2)%	35%
Non-GAAP net income	\$ 1,825	\$ 1,588	\$ 1,343	15%	18%
Non-GAAP net income per diluted share ⁽¹⁾⁽²⁾	\$ 1.50	\$ 1.29	\$ 1.10	16%	18%
Free Cash Flow	\$2,489	\$1,824	\$1,728	36%	6%

All amounts in tables are rounded to the nearest millions, except as otherwise noted. As a result, certain amounts may not recalculate using the rounded amounts provided.

⁽¹⁾ On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Basic and diluted net income per share for the years ended December 31, 2014 and 2013 was calculated using the number of common shares distributed on July 17, 2015.

⁽²⁾ The weighted average number of common shares outstanding for diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

** Not Meaningful

Non-GAAP operating income, non-GAAP operating margin, non-GAAP income tax expense, non-GAAP net income, non-GAAP net income per diluted share and free cash flow are not financial measures prepared in accordance with generally accepted accounting principles ("GAAP"). For information on how we compute these non-GAAP financial measures and a reconciliation to the most directly comparable financial measures prepared in accordance with GAAP, please refer to "Non-GAAP Financial Information" below.

IMPACT OF FOREIGN CURRENCY EXCHANGE RATES

We have significant operations internationally that are denominated in foreign currencies, primarily the British Pound, Euro, Australian Dollar and Canadian Dollar, subjecting us to foreign currency risk which may adversely impact our financial results. The strengthening or weakening of the U.S. dollar versus the British Pound, Euro, Australian Dollar and Canadian Dollar, as well as other currencies in which we conduct our international operations, impacts the translation of our net revenues and expenses generated in these foreign currencies into the U.S. dollar. In 2016, 2015 and 2014, we generated approximately 47%, 50% and 52% of our net revenues from customers domiciled outside of the United States, respectively. During each of these periods, the United Kingdom ("U.K.") was the only country, other than the United States, where we generated more than 10% of total net revenues in. In 2016, 2015 and 2014, net revenues generated from the EU (excluding the U.K.) constituted approximately 20% of total net revenues. Because we have generated substantial net revenues internationally in recent periods, including during the periods presented, we are subject to the risks of doing business in countries outside of the U.S. as discussed under "Item 1A. Risk Factors — Risk Factors That May Affect Our Business, Results of Operations and Financial Condition."

We calculate the year-over-year impact of foreign currency movements on our business using prior period foreign currency exchange rates applied to current period transactional currency amounts. While changes in foreign currency exchange rates affect our reported results, we have a foreign currency exchange exposure management program whereby we designate certain foreign currency exchange contracts as cash flow hedges to help reduce the impact on earnings from foreign currency exchange rate movements. However, it is impossible to predict or eliminate the effects of this exposure. Gains and losses from these foreign currency exchange contracts are recognized as a component of transaction revenues in the same period the forecasted transactions impact earnings.

In the years ended December 31, 2016 and 2015, the year-over-year foreign currency movements relative to the U.S. dollar had the following impact on our reported results:

	Year Ended December 31,	
	2016	2015
	(in millions)	
Unfavorable impact to net revenues (exclusive of hedging impact)	\$(196)	\$(527)
Hedging impact	119	182
Unfavorable impact to net revenues	(77)	(345)
Favorable impact to operating expense	86	310
Net impact to operating income	\$ 9	\$ (35)

Additionally, in connection with our services in multiple currencies, we generally set our foreign currency exchange rates twice per day, and may face financial exposure if we incorrectly set our foreign currency exchange rates or as a result of fluctuations in foreign currency exchange rates between the times that we set our foreign currency exchange rates. Given that we also have foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries, we have an additional foreign currency exchange exposure management program whereby we use foreign currency exchange contracts to offset the impact of currency exchange rate movements on our assets and liabilities. The foreign currency gains and losses on our assets and liabilities are recorded in "Other income (expense), net," which is offset by the gains and losses on the foreign currency exchange contracts. These foreign currency exchange contracts reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities.

FINANCIAL RESULTS

NET REVENUES

Revenue description

We earn revenue primarily by processing customer transactions on our Payments Platform and from other value added services. Our revenues are classified into the following two categories:

- **Transaction revenues:** Net transaction fees charged to consumers and merchants primarily based on the volume of activity, or Total Payments Volume ("TPV"), processed through our Payments Platform. We define TPV as the value of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products. Growth in TPV is directly impacted by the number of payment transactions that we enable on our Payments Platform. Payment transactions are the total number of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products. We earn additional fees on transactions settled in foreign currencies when we enable cross-border transactions (i.e., transactions where the merchant or consumer were in different countries).
- **Other value added services:** Net revenues derived principally from interest and fees earned on our PayPal Credit loans receivable portfolio, subscription fees, gateway fees, gain on sale of participation interests in certain consumer loans receivable, revenue share we earn through partnerships, interest earned on certain PayPal customer account balances, fees earned through our Paydiant products and other services that we provide to consumers and merchants.

Our revenues can be significantly impacted by the following:

- The mix of merchants, products and services;
- The mix between domestic and cross-border transactions;
- Geographic region or country in which a transaction occurs; and
- The amount of PayPal Credit loans receivable outstanding with consumers and merchants.

Net revenues analysis

The components of our net revenue for the years ended December 31, 2016, 2015 and 2014 were as follows:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(in millions, except percentages)				
Transaction revenues	\$ 9,490	\$ 8,128	\$ 7,107	17%	14%
Other value added services	1,352	1,120	918	21%	22%
Net revenues	\$10,842	\$9,248	\$8,025	17%	15%

Transaction revenues

Transaction revenues increased by \$1.4 billion, or 17%, in 2016 compared to 2015, and by \$1.0 billion, or 14%, in 2015 compared to 2014. Xoom transaction revenues contributed two percentage points to the 2016 growth rate and had no impact to the 2015 growth rate. The increase in transaction revenues in 2016 and 2015 was due primarily to the growth in TPV and in the number of payment transactions, both of which were due primarily to increased engagement from our customers (measured by payment transactions per active account) and the increase in our active customer accounts. Net gains from our foreign currency exchange contracts recognized as a component of transaction revenues in 2016 were \$119 million, compared to \$182 million in 2015. Refer to “Note 8 — Derivative Instruments” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on our foreign currency exposure management program.

The following table provides a summary of our active customer accounts, number of payment transactions, TPV and related metrics:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(In millions, except percentages)				
Active customer accounts ⁽¹⁾	197	179	162	10%	11%
Number of payment transactions ⁽²⁾	6,129	4,928	3,964	24%	24%
Payment transactions per active account ⁽³⁾	31.1	27.5	24.5	13%	12%
Total TPV ⁽⁴⁾	\$354,014	\$281,764	\$234,635	26%	20%
Percent of cross-border TPV	22%	22%	24%	**	**

All amounts in tables are rounded to the nearest millions, except as otherwise noted. As a result, certain amounts may not recalculate using the rounded amounts provided.

¹ An active customer account is a registered account that successfully sent or received at least one payment or payment reversal through our Payments Platform, excluding transactions processed through our gateway and Paydiant products, in the past 12 months.

² Payment transactions are the total number of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products.

³ Number of payment transactions per active customer account reflects the total number of payment transactions within the previous 12 month period, divided by active customer accounts at the end of the period

⁴ Total Payment Volume or “TPV” is the value of payments, net of payment reversals, successfully completed through our Payments Platform, excluding transactions processed through our gateway and Paydiant products.

** Not meaningful

The percentage growth in transaction revenues was lower than the percentage growth in TPV and payment transactions in 2016 due primarily to a higher portion of person-to-person (“P2P”) transactions (including our Venmo products) for which we earn lower rates, and a higher portion of TPV generated by large merchants who generally pay lower rates with higher transaction volume. The percentage growth in transaction revenues was lower than the percentage growth in TPV and payment transactions in 2015 due to a higher portion of TPV generated by large merchants who generally pay lower rates on higher transaction volume and a lower mix of cross-border transactions. Cross-border transactions generally provide higher revenues than similar transactions that take place within a single country or market. The percent of TPV generated by large merchants increased in 2016 and 2015. The impact of increases or decreases in prices charged to our customers did not significantly impact revenue growth in 2016 or 2015.

Other value added services

Net revenues from other value added services increased by \$232 million, or 21%, in 2016 compared to 2015, and by \$202 million, or 22%, in 2015 compared to 2014. Growth in net revenues from other value-added services in 2016 was due primarily to interest and fee income earned on our PayPal Credit loans receivable portfolio. The total consumer and merchant loans receivable balance as of December 31, 2016 and December 31, 2015 was \$5.7 billion and \$4.4 billion, respectively, reflecting a year over year increase of 29%. The increase in net revenues from other value added services in 2015 was due primarily to interest and fee income earned on loans receivable outstanding from consumers and merchants that used our PayPal Credit products, revenue share earned under our credit program agreement with Synchrony Financial, and the gain on sale of a participation interest in certain consumer loans receivable that we purchased, as described further below.

In the third quarter of 2015, we amended the terms of our credit program agreement with Synchrony Financial. As a result of the amendment, we recognized \$78 million of additional revenue under the agreement during 2015. In addition, as part of the amended agreement, our obligation to purchase the portfolio of consumer loan receivables relating to the customer accounts arising out of the credit program agreement with Synchrony Financial was terminated. We retain an option to purchase the portfolio at the end of the new contract term.

In the second quarter of 2015, we completed an arrangement with certain investors under which we sold participation interests in certain consumer loans and interest receivable related to our PayPal Credit products with a gross book value of approximately

\$708 million. As a result of the arrangement, the impact to net revenues from other value added services during 2015 was a net decrease of \$35 million compared to 2014 due to the reduction in net revenues earned from interest and fees on the participation interests sold, partially offset by the gain recognized on the sale of the participation interest (inclusive of the gain of \$26 million recognized on the initial sale of approximately \$708 million in certain consumer loans receivable) and servicing fees.

OPERATING EXPENSES

Beginning with the first quarter of 2016, we reclassified certain operating expenses in our consolidated statements of income to better align our external and internal financial reporting. These classification changes relate primarily to real estate and information technology operating expenses that were previously allocated among customer support and operations expense, sales and marketing expense and product development expense. Our management no longer allocates these operating expenses for internal financial reporting purposes or general management of the business and has therefore discontinued this allocation for external financial reporting purposes. As a result, starting with the first quarter of 2016 these operating expenses were reported as part of general and administrative expenses. These changes have no impact on the previously reported consolidated net income for prior periods, including total operating expenses, financial position or cash flows for any periods presented, and do not eliminate any of the costs allocated to us by eBay for any periods prior to the separation. Prior period amounts have been reclassified to conform to the current period presentation. See “Note 1 — Overview and Summary of Significant Accounting Policies” to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on the effects of the changes on the presentation of operating expenses to our previously reported consolidated statement of income. Growth rates presented below are calculated based upon the reclassified prior period amounts.

The following table summarizes our operating expenses and related metrics we use to assess the trend in each:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(In millions, except percentages)				
Transaction expense	\$3,346	\$2,610	\$2,170	28%	20%
Transaction and loan losses	1,088	809	646	34%	25%
Customer support and operations	1,267	1,110	991	14%	12%
Sales and marketing	969	937	954	3%	(2)%
Product development	834	792	747	5%	6%
General and administrative	1,028	873	733	18%	19%
Depreciation and amortization	724	608	516	19%	18%
Restructuring	—	48	—	**	**
Total operating expenses	\$9,256	\$7,787	\$6,757	19%	15%
Transaction expense rate ¹	0.95%	0.93%	0.92%		
Transaction and loan loss rate ²	0.31%	0.29%	0.28%		

¹ Transaction expense rate is calculated by dividing transaction expense by TPV

² Transaction and loan loss rate is calculated by dividing transaction and loan losses by TPV

** Not Meaningful

Transaction expense

Transaction expense is primarily composed of the costs we incur to accept a customer’s funding source of payment. These costs include fees paid to payment processors and other financial institutions in order to draw funds from a customer’s credit or debit card, bank account or other funding source they have stored in their digital wallet. Transaction expense also includes fees paid to disbursement partners to enable a transaction and interest expense on borrowings incurred to finance our portfolio of loans receivable arising from our PayPal Credit funding option. We refer to the allocation of funding sources used by our consumers as our “funding mix.” The cost of funding a transaction with a credit or debit card is generally higher than the cost of funding a transaction from a bank or through internal sources such as a PayPal account balance or PayPal Credit. As we expand the availability of alternative funding sources to our customers, a change in funding mix can increase or decrease our transaction expense rate. For example, in connection with our customer choice initiatives, we expect that our transaction expense rate will increase. The cost of funding a transaction is also impacted by the geographic region or country in which a transaction occurs because we generally pay lower rates for transactions funded with credit cards outside the U.S. than in the U.S.

Transaction expense increased \$736 million, or 28%, in 2016 compared to 2015. The increases in transaction expense in 2016 was primarily attributable to an increase in TPV, which increased 26% in 2016. Transaction expense increased by \$440 million, or 20%, in 2015 compared to 2014. The increase in transaction expense in 2015 was primarily attributable to an increase in TPV, offset by favorable foreign currency fluctuations due to the strengthening of the U.S. dollar.

Our transaction expense rate in 2016 increased compared to 2015 due primarily to changes in funding mix. For the years ended December 31, 2016, 2015 and 2014, approximately 2% of TPV was funded with PayPal Credit. For the years ended December 31, 2016, 2015 and 2014, approximately 45%, 45%, and 48% of TPV, respectively, was generated outside of the U.S. Our transaction expense rate in 2015 increased compared to 2014 due to higher assessments charged by payments processors and other financial institutions partially offset by cost efficiencies from our Payments Platform and a more favorable funding mix. Interest expense on borrowings incurred to finance our portfolio of loans receivable, included in transaction expense, was not material for the years ended December 31, 2016, 2015 and 2014.

Transaction and loan losses

Transaction losses include the expense associated with our customer protection programs, fraud, and chargebacks. Loan losses include the losses associated with our PayPal Credit loans receivable portfolio. We expect our transaction and loan losses to fluctuate depending on many factors, including TPV, macroeconomic conditions, changes to our customer protection programs, the impact of regulatory changes, and the credit quality of loans receivable arising from transactions funded with our PayPal Credit products and working capital advances to select merchant sellers. Additionally, prior to the distribution we recovered certain amounts from eBay related to customer protection programs offered on eligible eBay purchases made with PayPal. These costs included the actual amount of protection losses associated with eBay's customer protection programs that we administered and funded on behalf of eBay, which were included as a reduction of transaction and loan losses. Recoveries associated with protection losses incurred on eligible eBay purchases during the years ended December 31, 2015 and 2014 were \$27 million and \$43 million, respectively. Following the distribution, we no longer administer eBay's customer protection programs or recover amounts from eBay associated with protection losses incurred on eligible eBay purchases; instead, we and eBay each independently administer our own customer protection programs. Further, our customer protection programs extend to customers' eligible purchases on eBay and therefore we have incurred and expect to continue to incur incremental costs associated with our customer protection programs following the distribution.

The components of our transaction and loan losses for the years ended December 31, 2016, 2015 and 2014 were as follows:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2016	2015	2014	2016	2015
	(In millions, except percentages)				
Transaction losses	\$ 655	\$ 511	\$408	28%	25%
Loan losses	433	298	238	45%	25%
Transaction and loan losses	\$1,088	\$809	\$646	34%	25%

Transaction and loan losses increased \$279 million, or 34%, in 2016 compared to 2015, and increased \$163 million, or 25%, in 2015 compared to 2014.

Transaction losses increased by \$144 million, or 28%, in 2016 compared to 2015 primarily attributable to higher TPV. Our transaction loss rate, calculated by dividing transaction loss by TPV, in 2016 was flat compared to 2015. The growth in transaction losses in 2016 was higher than the growth in TPV in 2016 due primarily to lower incremental costs in 2015 associated with our customer protection programs following the distribution. Transaction losses increased by \$103 million, or 25%, in 2015 compared to 2014 primarily attributable to higher TPV. Our transaction loss rate in 2015 increased compared to 2014 due to lower recoveries in 2015 associated with transaction losses incurred on eligible eBay purchases offset by improved consumer loss performance and a higher provision in the prior year from actual losses incurred.

Loan losses increased \$135 million, or 45%, in 2016 compared to 2015 and increased \$60 million, or 25%, in 2015 compared to 2014. The increase in loan losses in 2016 was due primarily to an increase in the loans receivable balance year over year and additional reserves recorded in the current period due to increases to forecasted principal balance delinquency rates. The total consumer loans receivable balance as of December 31, 2016 and 2015 was \$5.1 billion and \$4.0 billion, respectively, reflecting a year over year increase of 28%. The increase in loan losses in 2015 was due primarily to an increase in the loans receivable balance year over year. The total consumer loans receivable balance as of December 31, 2015 and 2014 was \$4.0 billion and \$3.7 billion, respectively, reflecting a year over year increase of 8% in 2015, including the sale of additional participation interests to certain investors in the second quarter of 2015. The increase in consumer loans receivables in 2016 and 2015 was due to the growth in the portfolio of loans receivable outstanding arising from consumers who chose PayPal Credit as a funding option and an increase in working capital advances to selected merchant sellers.

The following table provides information regarding the credit quality of our pool of consumer loans and interest receivable balance:

	December 31,	
	2016	2015
Weighted average U.S. consumer FICO scores ⁽¹⁾	682	686
Percentage of loans receivable with FICO scores > 680 ⁽¹⁾	52.1%	53.6%
Percentage of loans receivable with FICO scores < 599 ⁽¹⁾	11.1%	9.4%
Percent of loans and interest receivable current	90.0%	90.1%
Percent of loans and interest receivable > 90 days ⁽³⁾	4.1%	3.9%
Net charge off rate ⁽²⁾	6.4%	5.9%

⁽¹⁾ Excludes certain outstanding consumer loans outside of the U.S., for which no FICO scores are available, with an outstanding balance of \$117 million and \$70 million at December 31, 2016 and 2015, respectively.

⁽²⁾ Net charge off rate is the annual ratio of net credit losses on consumer loans receivables as a percentage of the average daily amount of consumer loans and interest receivables balance during the year.

⁽³⁾ Represents percentage of balances which are 90 days past the billing date to the consumer.

We offer credit products to certain existing small and medium-sized merchants through our PayPal Working Capital product. The total PayPal Working Capital advances and fees receivable (“merchant receivables”) outstanding as of December 31, 2016 and December 31, 2015 were \$558 million and \$421 million, respectively, reflecting a year over year increase of 33% due to the increase in the availability of our credit products domestically and internationally. To assess a merchant seeking a PayPal Working Capital advance, we use, among other indicators, a risk model that we have internally developed that we refer to as our PayPal Working Capital Risk Model (“PRM”), as a credit quality indicator to help predict the merchant’s ability to repay the principal balance and fixed fee related to the working capital advance. The PRM uses multiple variables as predictors of the merchant’s ability to repay a working capital advance. Primary drivers of the model include the merchant’s annual payment volume and payment processing history with PayPal, prior repayment history with the PayPal Working Capital product, and other measures. Merchants are assigned a PRM credit score within the range of 350 to 750. We generally expect that merchants to which we extend a working capital advance will have PRM scores greater than 525. We generally consider scores above 610 to be very good and to pose less credit risk. We assess a participating merchant’s PRM score on a recurring basis. At December 31, 2016 and December 31, 2015, the weighted average PRM score related to our PayPal Working Capital balances outstanding was 625 and 630, respectively.

The determination of the number of days our merchant receivables are outstanding is based on the current expected repayment period of the advance and fixed fee as compared to the original expected repayment period. We generally calculate the repayment rate based on the merchant’s estimated future payment volume so that repayment of the advance and fixed fee is expected to occur within 9 to 12 months from the date of the advance. On a regular basis, we recalculate the repayment period based on the repayment activity on the receivable. As such, actual repayment periods are dependent on actual payment processing volumes. We monitor receivables with repayment periods greater than the original expected repayment period. In the second quarter of 2016, we refined our estimate of the original expected repayment period to take into account the variability in repayment patterns. Prior period amounts have been updated to reflect this change.

The following table provides information regarding the credit quality of our merchant receivables:

	December 31,	
	2016	2015
Percentage of merchant receivables with PRM scores > 610	67.7%	69.1%
Percentage of merchant receivables with PRM scores < 525	12.9%	10.7%
Percent of merchant receivables within original expected repayment period ⁽¹⁾	82.8%	87.2%
Percent of merchant receivables > 90 days outstanding ⁽¹⁾	7.5%	4.0%

⁽¹⁾ Amounts in the prior periods were updated to reflect changes in our estimate of the original expected repayment period.

The changes in percentage of merchant receivables past their expected repayment period at December 31, 2016 over December 31, 2015 were due primarily to the increase in longer duration merchant loans in 2016 compared to the prior year, which increased the seasonality of repayments trends. Modifications to the acceptable risk parameters of our PayPal Credit products for the periods presented did not have a material impact on our loans.

Customer support and operations

Customer support and operations expenses include costs incurred to provide 24-hour call support to our customers, our site operations and other infrastructure costs incurred to support our Payments Platform, costs to support our trust and security programs protecting our merchants and consumers and other costs incurred in our operations centers. Customer support and

operations costs increased \$157 million, or 14%, in 2016 compared to 2015 and \$119 million, or 12%, in 2015 compared to 2014. The increase in 2016 was due primarily to an increase in contractor and employee related expenses to service the growth in our active customer accounts and the number of payment transactions occurring on our Payments Platform. The increase in 2015 was predominantly related to an increase in headcount to service the growth in our active customer accounts and the number of payment transactions occurring on our Payments Platform and an increase in expenses to operate as an independent public company offset in part by favorable foreign currency fluctuations due to the strengthening of the U.S. dollar.

Sales and marketing

Sales and marketing expenses consist primarily of customer acquisition, business development, advertising, marketing programs, and employee compensation and contractor costs to support these programs. Sales and marketing expenses increased \$32 million, or 3%, in 2016 compared to 2015. The increase in 2016 was due primarily to higher marketing spend related to Xoom on advertising campaigns intended to enhance our global brand recognition. Sales and marketing expense decreased by \$17 million, or 2%, in 2015 compared to 2014. The decrease in 2015 was due primarily to a decrease in employee and contractor related expenses and favorable foreign currency fluctuations due to the strengthening of the U.S. dollar, offset in part by higher marketing spend.

Product development

Product development expenses consist primarily of employee compensation and contractor costs that are incurred in connection with the development of our Payments Platform, new products and the improvement of our existing products. Product development expenses exclude software and website development costs that are capitalized. The amortization of developed technology is included in depreciation and amortization expense.

Product development expenses increased \$42 million, or 5%, in 2016 compared to 2015 and increased \$45 million, or 6%, in 2015 compared to 2014. The increase in 2016 was due primarily to an increase in employee related expenses, driven primarily by Xoom, offset by a decrease in contractor related expenses. The increase in 2015 was due primarily to investments in our Payments Platform, creating new mobile experiences for our customers and supporting our strategic initiatives, partially offset by a decrease in employee and contractor related expenses.

General and Administrative

General and administrative expenses consist primarily of costs incurred to provide support to our business, including legal, human resources, finance, executive and other support operations. Our legal expenses, including those related to ongoing legal proceedings, case settlements and judgments, and regulatory proceedings and fines, may fluctuate substantially from period to period.

For periods prior to the separation, our consolidated financial statements include expenses associated with workplace resources and information technology that were previously allocated to the Payments segment of eBay, and additional expenses related to certain corporate functions, including senior management, legal, human resources and finance. These expenses also include allocations related to stock-based compensation. The expenses that were incurred by eBay have been allocated to us based on direct usage or benefit where identifiable, with the remainder allocated on a pro rata basis of revenue, headcount, or other systematic measure. The corporate costs and allocation of expenses from eBay may not be indicative of the expenses that may have been incurred had we been a separate stand-alone entity during the periods presented, nor are the results stated herein indicative of the expenses we may incur in the future. Such expenses could be higher or lower. In the periods presented, a significant portion of expenses associated with these functions and allocated to us in our consolidated financial statements are included in general and administrative expenses.

General and administrative expenses increased \$155 million, or 18%, in 2016 compared to 2015 and increased \$140 million, or 19%, in 2015 compared to 2014. The increase in 2016 was due primarily to an increase in employee expenses, contractor related expenses incurred to operate as an independent public company and continued investments in compliance programs. The increase in 2015 was due primarily to an increase in expenses incurred to operate as an independent public company and an increase in expenses associated with professional services, including contractor related expenses, and regulatory matters. In 2015, \$121 million of corporate costs and expenses allocated to us by eBay were included in general and administrative expenses compared to \$207 million in 2014, representing a decrease of \$86 million, or 42%, compared to 2014.

Depreciation and Amortization

The primary components of our depreciation and amortization expenses include the depreciation and amortization of software, including the amortization of capitalized software and website development costs, amortization of equipment used to deliver our services and the amortization of acquired intangible assets. Depreciation and amortization expenses increased \$116 million, or 19%, in 2016 compared to 2015 and increased \$92 million, or 18%, in 2015 compared to 2014. The increases in 2016 and 2015 were due primarily to additional depreciation expenses associated with investments in our technology platform and in 2015, an increase in capital expenditures to operate as an independent public company. Amortization expense for intangible assets was \$150 million, \$93 million and \$84 million in the years ended December 31, 2016, 2015 and 2014, respectively. The increase in amortization of intangibles in 2016 and 2015 was due primarily to our acquisitions.

Restructuring

In January 2015, at a regular meeting of eBay's board of directors (the "eBay Board"), the eBay Board approved a plan to implement a strategic reduction of its existing global workforce. The reduction was completed by the end of 2015 primarily impacting sales and marketing and product development expenses. Restructuring expenses were \$48 million in 2015. No restructuring expenses were recognized in 2016 or 2014.

Income Tax Expense

Our effective tax rate was 14% in 2016, 17% in 2015, and 67% in 2014. The decrease in our effective tax rate in 2016 was primarily due to favorable discrete tax adjustments during the year ended December 31, 2016 and other separation-related costs incurred during the year ended December 31, 2015. The decrease in our effective tax rate during 2015 compared to 2014 was due primarily to the recognition in 2014 of a U.S. deferred tax liability of approximately \$650 million on \$1.9 billion of undistributed foreign earnings of certain of our foreign subsidiaries for 2013 and prior years. See "Note 16 — Income Taxes" to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information on our effective tax rate.

Non-GAAP Financial Information

Non-GAAP financial information is defined as a numerical measure of a company's performance that excludes or includes amounts that are different than the most directly comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States ("GAAP"). Pursuant to the requirements of Regulation S-K, portions of this "Management's Discussion and Analysis of Financial Condition and Results of Operations" include a reconciliation of certain non-GAAP financial measures to the most directly comparable GAAP financial measures. The presentation of non-GAAP financial measures should not be considered in isolation or as a substitute for our related financial results prepared in accordance with GAAP.

We present non-GAAP financial measures to enhance an investor's evaluation of our ongoing operating results and to facilitate meaningful comparison of our results between periods. Management uses these non-GAAP financial measures to, among other things, evaluate our ongoing operations, for internal planning and forecasting purposes and in the calculation of performance-based compensation.

We exclude the following items from non-GAAP net income, non-GAAP net income per diluted share, non-GAAP operating income, non-GAAP operating margin, non-GAAP effective tax rate, and non-GAAP income tax expense:

- **Stock-based compensation expense and related employer payroll taxes.** This consists of expenses for equity awards under our equity incentive plans. We exclude stock-based compensation expense from our non-GAAP measures primarily because they are non-cash expenses that management does not believe are reflective of ongoing operating results. The related employer payroll taxes are dependent on our stock price and the timing and size of exercises and vesting of equity awards, over which management has limited to no control, and as such management does not believe it correlates to the operation of our business.
- **Amortization or impairment of acquired intangible assets, impairment of goodwill and transaction expenses from the acquisition or disposal of a business.** We incur amortization or impairment of acquired intangible assets and goodwill in connection with acquisitions and may incur significant gains or losses or transactional expenses from the acquisition or disposal of a business and therefore exclude these amounts from our non-GAAP measures. We exclude these items because management does not believe they are reflective of our ongoing operating results.
- **Separation.** These are significant expenses related to the separation of our business from eBay into a separate, independent publicly traded company. These consist primarily of third-party consulting fees, legal fees, employee retention payments and other expenses incurred to complete the separation. We exclude these items because management does not believe they are reflective of our ongoing operating results.
- **Restructuring.** These consist of significant expenses for employee severance and other exit and disposal costs. We exclude restructuring charges primarily because management does not believe they are reflective of ongoing operating results.
- **Other certain significant gains, losses, or charges that are not indicative of our core operating results.** These are significant gains, losses, or charges during a period that are the result of isolated events or transactions which have not occurred frequently in the past and are not expected to occur regularly in the future. We exclude these amounts from our non-GAAP results because management does not believe they are indicative of our ongoing operating results.
- **Tax effect of non-GAAP adjustments.** This amount is used to present stock-based compensation and the other amounts described above on an after-tax basis consistent with the presentation of non-GAAP net income.

The following table provides reconciliations of our consolidated non-GAAP financial measures to the most directly comparable GAAP financial measures for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31,		
	2016	2015	2014
	(In millions, except percentages)		
GAAP operating income	\$1,586	\$1,461	\$1,268
Stock-based compensation expense and related employer payroll taxes	455	356	309
Amortization of acquired intangible assets	133	85	70
Separation	—	15	—
Restructuring	—	48	1
Acquisition related transaction expense	—	10	—
Total non-GAAP operating income adjustments	588	514	380
Non-GAAP operating income	\$2,174	\$1,975	\$1,648
Non-GAAP operating margin	20%	21%	21%
	(In millions, except percentages)		
	Year Ended December 31,		
	2016	2015	2014
GAAP income before income taxes	\$1,631	\$1,488	\$1,261
GAAP income tax expense	230	260	842
GAAP net income	1,401	1,228	419
Non-GAAP adjustments to net income:			
Non-GAAP operating income adjustments (see table above)	\$ 588	\$ 514	\$ 380
Amortization of investments	—	—	4
Other certain significant gains, losses, or charges	—	—	646
Separation (other income and expense)	—	(12)	—
Tax effect of non-GAAP adjustments	(164)	(142)	(106)
Non-GAAP net income	\$1,825	\$1,588	\$1,343
GAAP income tax expense	\$ 230	\$ 260	\$ 842
Tax effect of non-GAAP adjustments	164	142	106
Non-GAAP income tax expense	\$ 394	\$ 402	\$ 948
GAAP net income per diluted share	\$ 1.15	\$ 1.00	\$ 0.34
Non-GAAP net income per diluted share	\$ 1.50	\$ 1.29	\$ 1.10
Shares used in GAAP diluted share calculation ⁽¹⁾⁽²⁾	1,218	1,229	1,224
Shares used in non-GAAP diluted share calculation ⁽¹⁾⁽²⁾	1,218	1,229	1,224
GAAP effective tax rate	14%	17%	67%
Tax effect of non-GAAP adjustments to net income	4%	3%	(49)%
Non-GAAP effective tax rate	18%	20%	18%

¹ On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Basic and diluted net income per share for the year ended December 31, 2014 was calculated using the number of common shares distributed on the distribution date.

² The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

In addition to the non-GAAP measures discussed above, we also use free cash flow to assess our operating performance. Free cash flow represents cash flows from operating activities less purchases of property and equipment. We consider free cash flow to be a key performance measure that provides useful information to management and investors about the amount of cash generated by the business after the purchases of property and equipment and including investments in our Payments Platform, which can then be used to, among other things, invest in our business, make strategic acquisitions, and return cash to shareholders. A limitation of the utility of free cash flow as a measure of financial performance is that it does not represent the total increase or decrease in our cash balance for the period.

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Net cash provided by operating activities	\$ 3,158	\$ 2,546	\$ 2,220
Less: Purchases of property and equipment	(669)	(722)	(492)
Free cash flow	\$2,489	\$ 1,824	\$ 1,728

LIQUIDITY AND CAPITAL RESOURCES

We require liquidity and access to capital to fund our global operations, including customer protection programs, our PayPal Credit products, capital expenditures, investments in our business, potential acquisitions, working capital and other cash needs. The following table summarizes the cash, cash equivalents and investment balances available as of December 31, 2016 and December 31, 2015:

	Year Ended December 31,	
	2016	2015
	(In millions)	
Cash, cash equivalents and available-for-sale investment securities ⁽¹⁾⁽²⁾	\$6,447	\$5,707

⁽¹⁾ Excludes assets related to customer accounts of \$14.4 billion and \$12.3 billion at December 31, 2016 and December 31, 2015, respectively.

⁽²⁾ Excludes total restricted cash of \$17 million and \$26 million at December 31, 2016 and December 31, 2015, respectively, and cost method investments of \$50 million and \$26 million as of December 31, 2016 and December 31, 2015, respectively.

Cash, cash equivalents and investments held by our foreign subsidiaries (i.e., any entities where earnings would be subject to United States tax upon repatriation) were \$5.0 billion as of December 31, 2016 and \$4.2 billion at December 31, 2015, or 78% and 74% of our total cash, cash equivalents and investments as of those dates, respectively.

In the second quarter of 2015, we received a contribution of approximately \$3.8 billion of cash from eBay, as well as a related estimated deferred tax liability of \$236 million associated with foreign earnings that are not considered indefinitely reinvested. In the fourth quarter of 2015, we reassessed the measurement of the deferred tax liability based on updated valuation information and reduced the deferred tax liability balance to \$172 million as of December 31, 2015. The adjustment to the deferred tax liability was recorded as a contribution from eBay and resulted in an increase to net parent investment within stockholders' equity. This cash is being used for general corporate purposes in both our international and domestic operations.

In the third quarter of 2015, we entered into a credit agreement ("Credit Agreement") that provides for an unsecured \$2.0 billion, five-year revolving credit facility that includes a \$150 million letter of credit sub-facility and a \$150 million swingline sub-facility, with available borrowings under the revolving credit facility reduced by the amount of any letters of credit and swingline borrowings outstanding. Borrowings and other amounts payable under the Credit Agreement are guaranteed by PayPal, Inc. (the "Guarantor"). We may also, subject to the agreement of the applicable lenders, increase the commitments under the revolving credit facility by up to \$500 million. Subject to specified conditions, we may designate one or more of our subsidiaries as additional borrowers under the Credit Agreement provided that we and the Guarantor guarantee all borrowings and other obligations of any such subsidiaries under the Credit Agreement. As of December 31, 2016, no subsidiaries were designated as additional borrowers. Funds borrowed under the Credit Agreement may be used for working capital, capital expenditures, acquisitions and other general corporate purposes.

Loans under the Credit Agreement will bear interest at either (i) the London Interbank Offered Rate ("LIBOR") plus a margin (based on our public debt ratings) ranging from 1.00 percent to 1.625 percent or (ii) a formula based on the agent bank's prime rate, the federal funds effective rate or LIBOR plus a margin (based on our public debt ratings) ranging from zero percent to 0.625 percent. Subject to certain conditions stated in the Credit Agreement, we and any of our subsidiaries designated as additional borrowers may borrow, prepay and re-borrow amounts under the revolving credit facility at any time during the term of the Credit Agreement. The Credit Agreement will terminate and all amounts owing thereunder will be due and payable on July 17, 2020, unless (a) the commitments are terminated earlier, either at our request or, if an event of default occurs, by the lenders (or automatically in the case of certain bankruptcy-related events), or (b) the maturity date is extended upon our request, subject to the agreement of the lenders. The Credit Agreement contains customary representations, warranties, affirmative and negative covenants, including financial covenants, events of default and indemnification provisions in favor of the banks. The negative

covenants include restrictions regarding the incurrence of liens, subject to certain exceptions. The financial covenants require us to meet a quarterly financial test with respect to a minimum consolidated interest coverage ratio and a maximum consolidated leverage ratio, based on our public debt ratings.

As of December 31, 2016, no borrowings or letters of credit were outstanding under the Credit Agreement. Accordingly, at December 31, 2016, \$2.0 billion of borrowing capacity was available for the purposes permitted by the Credit Agreement, subject to customary conditions to borrowing.

We have a cash pooling arrangement with a financial institution for cash management purposes. The arrangement allows for cash withdrawals from the financial institution based upon our aggregate operating cash balances held within the financial institution ("Aggregate Cash Deposits"). The arrangement also allows us to withdraw amounts exceeding the Aggregate Cash Deposits up to an agreed-upon limit. The net balance of the withdrawals and the Aggregate Cash Deposits are used by the financial institution as a basis for calculating our net interest expense or income under these arrangements. As of December 31, 2016, we had a total of \$2.0 billion in cash withdrawals offsetting our \$2.0 billion in Aggregate Cash Deposits held within the financial institution under the cash pooling arrangement.

As of December 31, 2016, we were rated investment grade by Standard and Poor's Financial Services, LLC and Fitch Ratings, Inc. We expect that these credit rating agencies will continue to monitor our performance, including our capital structure and results of operations. Our goal is to be rated investment grade, but as circumstances change there are factors that could result in our credit ratings being downgraded or put on a watch list for possible downgrading. If that were to occur, it could increase our borrowing costs, including the interest rate on loans under our Credit Agreement.

The risk of losses from our customer protection programs are specific to individual customers, merchants and transactions, and may also be impacted by regional variations in the programs and modifications to the programs resulting from changes to regulatory requirements. For the periods presented in these consolidated financial statements included in this report, our transaction loss rates, calculated by dividing transaction loss by TPV, ranged between 0.17% and 0.18% of TPV. Historical trends may not be an indication of future results. In addition, prior to the distribution, we recovered certain amounts from eBay related to customer protection programs offered on eligible eBay purchases made with PayPal. These costs included the actual amount of protection losses associated with eBay's customer protection programs that we administered and funded on behalf of eBay, which are included as a reduction of transaction and loan losses. Following the distribution, we no longer administer eBay's customer protection programs or recover amounts from eBay associated with transaction losses incurred on eligible eBay purchases; instead, we and eBay each independently administer our own customer protection programs. Further, our customer protection programs extend to customers' eligible purchases on eBay and therefore we have incurred and expect to continue to incur incremental costs associated with our customer protection programs following the distribution.

Growth in our portfolio of loan receivables originated through PayPal Credit products increases our liquidity needs and any failure to meet those liquidity needs could adversely affect our business. We continue to evaluate partnerships and third-party sources of funding of our credit portfolio, including, but not limited to, commercial banks, securitization markets, private equity firms and sovereign wealth funds. Consistent with this strategy, in March 2016, as approved by management and our Luxembourg banking subsidiary Supervisory Board and as permitted within regulations set forth by the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"), we designated \$800 million of European customer balances held in our Luxembourg banking subsidiary to be used to extend credit to our European customers. These funds are classified as cash and cash equivalents in our consolidated balance sheet and represent approximately 20% of European customer balances potentially available for corporate use by us at December 31, 2016 as determined by applying financial regulations maintained by the CSSF. We may periodically seek to designate additional amounts of customer balances to be used to extend credit to our European customers, if necessary, based on utilization of the approved funds and anticipated credit funding requirements. Our objective is to expand the availability of our credit products with capital from external sources, although there can be no assurance that we will be successful in achieving that goal.

In January 2016, our Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$2 billion of our common stock, with no expiration from the date of authorization. This stock repurchase program is intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, may also be used to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase program may be made through open market transactions, block trades, privately negotiated transactions or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives. However, any stock repurchases are subject to market conditions and other uncertainties and we cannot predict if or when any stock repurchases will be made. Moreover, we may terminate our stock repurchase program at any time without notice. During the year ended December 31, 2016, we repurchased approximately \$995 million of our common stock under our stock repurchase program. As of December 31, 2016, a total of approximately \$1.0 billion remained available for future repurchases of our common stock under our stock repurchase program.

Our liquidity, access to capital and borrowing costs could be adversely impacted by declines in our credit rating, our financial performance, and global credit market conditions, as well as a broad range of other factors. In addition, our liquidity, access to capital and borrowing costs could also be negatively impacted by the outcome of any of the legal or regulatory proceedings to

which we are a party. See “Risk Factors — Risk Factors That May Affect Our Business, Results of Operations and Financial Condition” and “Note 12 — Commitments and Contingencies” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional discussion of these and other risks facing our business.

We believe that our existing cash, cash equivalents, available-for-sale investments, cash expected to be generated from operations, and our expected access to capital markets, together with potential external funding through third-party sources, such as commercial banks, private equity firms, and sovereign wealth funds, will be sufficient to fund our operating activities, anticipated capital expenditures, and PayPal Credit products for the foreseeable future.

CASH FLOWS

In March 2016, we designated \$800 million of European customer balances held in our Luxembourg banking subsidiary to be used to extend credit to our European customers. We have presented changes in funds receivable and customer accounts as cash flows from investing activities in our consolidated statements of cash flows based on the nature of the activity underlying our customer accounts which includes purchases of investments, maturities and sales of investments and changes in funds receivable and customer accounts. We have elected to conform the prior period statement of cash flows to the current period presentation to enhance transparency and provide comparability. See “Note 1 — Overview and Summary of Significant Accounting Policies” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on the effects of the changes on the presentation of our statement of cash flows to our previously reported consolidated statement of cash flows.

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Net cash provided by (used in):			
Operating activities	\$ 3,158	\$ 2,546	\$ 2,220
Investing activities	(4,999)	(8,038)	(2,881)
Financing activities	2,038	4,728	1,284
Effect of exchange rates on cash and cash equivalents	—	(44)	(26)
Net increase/(decrease) in cash and cash equivalents	\$ 197	\$ (808)	\$ 597

OPERATING ACTIVITIES

Cash flows from operating activities includes net income adjusted for certain non-cash expenses, timing differences between expenses recognized for provision for transaction and loan losses and actual transaction losses paid, and changes in other assets and liabilities. Significant non-cash expenses for the period include depreciation and amortization, stock-based compensation, and deferred tax expenses. The cash impact from actual transaction losses paid during a period are reflected as a negative impact to changes in other current and non-current assets in cash from operating activities. The expenses recognized during the period for provision for loan losses are estimates of probable incurred losses on our PayPal Credit products for which the receivable has not been charged off. Actual charge offs of receivables related to our PayPal Credit products are reflected as a reduction in changes in principal loans receivable impacting investing activities and thus have no impact on cash from operating activities.

We generated cash from operating activities of \$3.2 billion in 2016 due primarily to operating income of approximately \$1.6 billion. Adjustments for non-cash expenses of depreciation and amortization and stock-based compensation (including excess tax benefits from stock-based compensation) were approximately \$1.1 billion during 2016. Adjustments for non-cash expenses related to provision for transaction and loan losses were approximately \$1.1 billion during 2016. The cash generated from operating activities was negatively impacted by changes in working capital primarily related to transaction loss allowance for cash losses, net.

We generated cash from operating activities of \$2.5 billion in 2015 due primarily to operating income of approximately \$1.5 billion. Adjustments for non-cash expenses of depreciation and amortization and stock-based compensation (including excess tax benefits from stock-based compensation) were approximately \$928 million during 2015. Adjustments for non-cash expenses related to transaction and loan losses were approximately \$809 million during 2015. The cash generated from operating activities was negatively impacted by changes in working capital primarily related to actual transaction losses paid during the period. Additional uses of cash impacting cash generated from operating activities include net cash outflows relating to settlement of eBay payables and receivables of approximately \$96 million and increases in accounts receivable of approximately \$22 million.

We generated cash from operating activities of \$2.2 billion in 2014 due primarily to operating income of approximately \$1.3 billion. Adjustments for non-cash expenses of depreciation and amortization and stock-based compensation (including excess tax benefits from stock-based compensation) were approximately \$774 million. Adjustments to non-cash expenses for transaction and loan losses were \$646 million. The cash generated from operating activities was offset by uses of cash primarily related to transaction loss allowance for cash losses, net and changes in other working capital.

Cash paid for income taxes in 2016, 2015 and 2014 was \$48 million, \$216 million and \$47 million, respectively.

INVESTING ACTIVITIES

The net cash used in investing activities of \$5 billion in 2016 was due primarily to purchases of available for sale investments of \$21.0 billion, increases in our loan receivable portfolio (net of collections) originated through our PayPal Credit products of \$1.5 billion, purchases of property and equipment of \$669 million and net increases in funds receivable from customers and customer accounts of \$176 million, including the reclassification of \$800 million of European customer balances held in our Luxembourg banking subsidiary as cash and cash equivalents. These net cash outflows were offset by maturities and sales of investments of \$18.4 billion.

The net cash used in investing activities of \$8 billion in 2015 was due primarily to purchases of investments of \$21.6 billion, acquisitions, net of cash acquired of \$1.2 billion, increases in our loan receivable portfolio (net of collections) originated through our PayPal Credit products of \$819 million and purchases of property and equipment of \$722 million. These net cash outflows were offset in part by maturities and sales of investments of \$16.1 billion and net cash inflows relating to receivables from eBay of \$575 million.

The net cash used in investing activities of \$2.9 billion in 2014 was due primarily to purchases of available for sale investments of \$8.7 billion, increases in our loan receivable portfolio (net of collections) originated through our PayPal Credit products of \$1 billion, purchases of property and equipment of \$492 million and net cash outflows relating to receivables from eBay of \$362 million. These net cash outflows were offset in part by maturities and sales of investments of \$7.8 billion.

FINANCING ACTIVITIES

The net cash provided by financing activities of \$2 billion in 2016 was due primarily to increases in funds payable and amounts due to customers of \$3 billion, offset in part by the repurchase of \$995 million of our common stock under our stock repurchase program.

The net cash provided by financing activities of \$4.7 billion in 2015 was due primarily to a contribution of approximately \$3.9 billion of cash from eBay and increases in funds payable and amounts due to customers of \$1.6 billion, offset in part by repayments of borrowings from eBay of \$862 million.

The net cash provided by financing activities of \$1.3 billion in 2014 was due primarily to increases in funds payable and amounts due to customers of \$1.3 billion, offset in part by repayments of borrowings from eBay.

FREE CASH FLOW

We define free cash flow as cash flows from operating activities less purchases of property and equipment. Free cash flow was \$2.5 billion in 2016, an increase of \$665 million from 2015. The increase in free cash flow during the period was primarily due to higher cash generated from operating activities of \$612 million and lower purchases of property and equipment of \$53 million. Free cash flow generated during 2016 was used for funding our credit portfolio, repurchasing our common stock under our stock repurchase program, and general business purposes.

Free cash flow was \$1.8 billion in 2015, an increase of \$96 million from 2014. The increase in free cash flow during the period was primarily due to higher cash generated from operating activities of \$326 million, offset in part by higher purchases of property and equipment of \$230 million. Free cash flow generated during 2015 was used towards our acquisitions completed in 2015, funding our credit portfolio and general business purposes.

Free cash flow is a non-GAAP financial measure. See "Non-GAAP Financial Information" for information on how we compute free cash flow and a reconciliation to the most directly comparable GAAP financial measure.

EFFECT OF EXCHANGE RATES ON CASH

Currency exchange rates did not have a material impact on cash and cash equivalents in 2016. The negative effect of currency exchange rates on cash and cash equivalents during 2015 and 2014 of \$44 million and \$26 million, respectively, was due to the strengthening of the U.S. dollar against certain foreign currencies, primarily the Euro.

OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2016 and 2015, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

FUTURE LIQUIDITY AND OBLIGATIONS

As of December 31, 2016, approximately \$28.8 billion of unused credit was available to PayPal Credit account holders compared to \$24.8 billion of unused credit as of December 31, 2015. While this amount represents the total unused credit available, we have not

experienced, and do not anticipate, that all of our PayPal Credit account holders will access their entire available credit at any given point in time. In addition, the individual lines of credit that make up this unused credit are subject to periodic review and termination by the chartered financial institution that is the issuer of PayPal Credit products based on, among other things, account usage and customer creditworthiness. When a consumer funds a purchase in the U.S. using a PayPal Credit product issued by a chartered financial institution, the chartered financial institution extends credit to the consumer, funds the extension of credit at the point of sale and advances funds to the merchant. We subsequently purchase the receivables related to the consumer loans extended by the chartered financial institution and, as a result of such purchase, bear the risk of loss in the event of loan defaults. Although the chartered financial institution continues to own each customer account, we own the related receivable (excluding participation interests sold) and are responsible for all servicing functions related to the account.

We have certain fixed contractual obligations and commitments that include future estimated payments for general operating purposes. Changes in our business needs, contractual cancellation provisions, fluctuating interest rates, and other factors may result in actual payments differing from the estimates. We cannot provide certainty regarding the timing and amounts of these payments. The following table summarizes our obligations as of December 31, 2016 that are expected to impact liquidity and cash flow in future periods. We believe we will be able to fund these obligations through our existing cash and investment portfolio and cash expected to be generated from operations.

Payments Due During the Year Ending December 31,	Purchase Obligations	Operating Leases	Total
	(In millions)		
2017	\$ 321	\$102	\$ 423
2018	129	106	235
2019	97	93	190
2020	59	63	122
2021	4	47	51
Thereafter	22	141	163
	\$632	\$552	\$1,184

The significant assumptions used in our determination of amounts presented in the above table are as follows:

- Purchase obligation amounts include minimum purchase commitments for advertising, capital expenditures (computer equipment, software applications, engineering development services, construction contracts) and other goods and services entered into in the ordinary course of business.
- Lease amounts include minimum rental payments under our non-cancelable operating leases for office facilities, as well as computer and office equipment that we utilize under lease arrangements. The amounts presented are consistent with contractual terms and are not expected to differ significantly from actual results under our existing leases, unless a substantial change in our headcount needs requires us to expand our occupied space or exit an office facility early.

As we are unable to reasonably predict the timing of settlement of liabilities related to unrecognized tax benefits, net, the table does not include \$244 million of such non-current liabilities included in deferred and other tax liabilities recorded on our consolidated balance sheet as of December 31, 2016.

SEASONALITY

The Company does not experience meaningful seasonality with respect to net revenues. No individual quarter in 2016, 2015 or 2014 accounted for more than 30% of annual net revenue.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The application of U.S. GAAP requires us to make estimates and assumptions about certain items and future events that directly affect our reported financial condition. We have established detailed policies and control procedures to provide reasonable assurance that the methods used to make estimates and assumptions are well controlled and are applied consistently from period to period. The accounting estimates and assumptions discussed in this section are those that we consider to be the most critical to our financial statements. An accounting estimate is considered critical if both (a) the nature of the estimate or assumption is material due to the levels of subjectivity and judgment involved, and (b) the impact within a reasonable range of outcomes of the estimate and assumption is material to our financial condition. Senior management has discussed the development, selection and disclosure of these estimates with the Audit Committee of our Board of Directors. Our significant accounting policies, including recent accounting pronouncements, are described in "Note 1 — Overview and Summary of Significant Accounting Policies" to the consolidated annual financial statements included elsewhere in this Annual Report on Form 10-K.

A quantitative sensitivity analysis is provided where that information is reasonably available, can be reliably estimated and provides material information to investors. The amounts used to assess sensitivity are included to allow users of this report to

understand a general direction cause and effect of changes in the estimates and do not represent management's predictions of variability. For all of these estimates, it should be noted that future events rarely develop exactly as forecasted, and estimates require regular review and adjustment.

Transaction and loan losses

Transaction and loan losses include the expense associated with our customer protection programs, fraud, chargebacks, and credit losses associated with our loans receivable balances. We expect our transaction and loan losses to fluctuate depending on many factors, including: total TPV, macroeconomic conditions, changes to our customer protection programs, the impact of regulatory changes, and the credit quality of loans receivable arising from transactions funded with our PayPal Credit products and working capital advances to selected merchant sellers.

We establish allowances for estimated transaction losses arising from processing customer transactions, such as chargebacks for unauthorized credit card use and merchant-related chargebacks due to non-delivery of goods or services, ACH returns, buyer protection program claims, account takeovers, and account overdrafts. Additions to the allowance, in the form of provisions, are reflected in transaction and loan losses in our consolidated statements of income. The allowances are monitored regularly and are updated based on actual claims data reported by our claims processors and other actual data received. The allowances are based on known facts and circumstances, internal factors including experience with similar cases, historical trends involving loss payment patterns, and the mix of transaction and loss types.

We also establish an allowance for loans receivable which represents our estimate of probable incurred loan losses inherent in our consumer loans receivable and merchant working capital advances. Increases to the allowance for loans receivable are reflected as transaction and loan losses in our consolidated financial statements. This evaluation process is subject to numerous estimates and judgments. For our consumer loans receivable, the allowance is primarily based on forecasted principal balance delinquency rates ("roll rates"). Roll rates are the percentage of balances which we estimate will migrate from one stage of delinquency to the next based on our historical experience, as well as external factors such as estimated bankruptcies and levels of unemployment. Roll rates are applied to the principal amount of our consumer receivables for each stage of delinquency, from current to 180 days past the payment due date, in order to estimate the principal loans which have incurred losses and are probable to be charged off. For merchant working capital advances, the allowance is primarily based on principal balances, forecasted delinquency rates and recoveries through the use of a vintage-based loss forecasting model.

The determination of delinquency, from current to 180 days past due, for principal balances related to merchant working capital advances is based on the current expected repayment period of the advance and fixed fee as compared to the original expected repayment period. We calculate the repayment rate based on the merchant's expected future payment volume such that repayment of the advance and fixed fee is typically expected to occur within 9 to 12 months from the date of the advance. On a regular basis, we recalculate the repayment period based on the actual repayment activity on the receivable. As such, actual repayment periods are dependent on actual payment processing volumes.

The allowance for loss against the interest receivable is primarily determined by applying historical average customer account roll rates to the interest receivable balance in each stage of delinquency to project the value of accounts that have incurred losses and are probable to be charged off. The allowance for fees receivable is primarily based on fee balances, forecasted delinquency rates and recoveries through the use of a vintage-based loss forecasting model. Increases to the allowance for interest receivable is reflected as a reduction of net revenues in our consolidated statement of income. Increases to the allowance for fees receivable is recognized as a reduction in deferred revenues in our consolidated balance sheet.

We charge off consumer loan receivable balances in the month in which a customer balance becomes 180 days past the payment due date. We charge off the merchant receivable when the updated repayment period is 180 days past the original expected repayment period and the merchant has not made a payment in the last 60 days. We also charge off the receivable when the updated repayment period is 360 days past the original expected repayment period regardless of whether or not the merchant has made a payment within the last 60 days. Bankrupt accounts are charged off within 60 days of receiving notification from the bankruptcy courts. Loans receivable past the payment due date continue to accrue interest until such time as they are charged off, with the portion of the reserve related to the interest receivable balance classified as a reduction of revenue.

Determining appropriate allowances for these losses is an inherently uncertain process and ultimate losses may vary from the current estimates. We regularly update our allowance estimates as new facts become known and events occur that may impact the settlement or recovery of losses. The allowances are maintained at a level we deem appropriate to adequately provide for losses incurred at the balance sheet date. Based on our results for the year ended December 31, 2016, an aggregate ten percent increase in our transaction and loan loss rate would negatively impact transaction and loan losses by approximately \$109 million.

Accounting for Income Taxes

Our annual tax rate is based on our income, statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and respective government taxing authorities. Significant judgment is required in determining our tax expense and in evaluating our tax positions,

including evaluating uncertainties. We review our tax positions quarterly and adjust the balances as new information becomes available. Our income tax rate is significantly affected by the tax rates that apply to our foreign earnings. In addition to local country tax laws and regulations, our income tax rate depends on the extent that our earnings are indefinitely reinvested outside the U.S. Indefinite reinvestment is determined by management's judgment about and intentions concerning our future operations. To the extent we do not intend to repatriate these earnings to fund U.S. operations, we do not provide for U.S. federal income and foreign withholding tax on these earnings.

Deferred tax assets represent amounts available to reduce income taxes payable on taxable income in future years. Such assets arise because of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss and tax credit carryforwards. We evaluate the recoverability of these future tax deductions and credits by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income rely heavily on estimates that are based on a number of factors, including our historical experience and short range and long-range business forecasts. To the extent deferred tax assets are not expected to be realized, we record a valuation allowance.

We recognize and measure uncertain tax positions in accordance with GAAP, pursuant to which we only recognize the tax benefit from an uncertain tax position if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. GAAP further requires that a change in judgment related to the expected ultimate resolution of uncertain tax positions be recognized in earnings in the quarter in which such change occurs. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

We file annual income tax returns in multiple taxing jurisdictions around the world. A number of years may elapse before an uncertain tax position is audited by the relevant tax authorities and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our reserves for income taxes are adequate such that we reflect the benefits more likely than not to be sustained in an examination. We adjust these reserves, as well as the related interest, where appropriate in light of changing facts and circumstances. Settlement of any particular position could require the use of cash.

Based on our results for the year ended December 31, 2016, a one-percentage point increase in our effective tax rate would have resulted in an increase in our income tax expense of approximately \$16 million.

Loss Contingencies

We are currently involved in various claims, legal proceedings and investigations of potential operating violations by regulatory oversight authorities. We regularly review the status of each significant matter and assess our potential financial exposure. If the potential loss from any claim, legal proceeding or potential regulatory violation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required in both the determination of probability and whether an exposure is reasonably estimable. Our judgments are subjective based on the status of the legal or regulatory proceedings, the merits of our defenses and consultation with in-house and outside legal counsel. Because of uncertainties related to these matters, accruals are based only on the best information available at the time. As additional information becomes available, we reassess the potential liability related to pending claims, litigation or other violation and may revise our estimates. Due to the inherent uncertainties of the legal and regulatory process in the multiple jurisdictions in which we operate, our judgments may be materially different than the actual outcomes.

Revenue Recognition

Application of the various accounting principles in U.S. GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting. Specifically, the determination of whether we are a principal to a transaction (gross revenue) or an agent (net revenue) can require considerable judgment. Further, we provide incentive payments to consumers and merchants, which require judgment to determine whether the payments should be recorded as a reduction to gross revenue. Changes in judgments with respect to these assumptions and estimates could impact the amount of revenue recognized.

Valuation of Goodwill and Intangibles

The valuation of assets acquired in a business combination and asset impairment reviews require the use of significant estimates and assumptions. The acquisition method of accounting for business combinations requires us to estimate the fair value of assets acquired, liabilities assumed, and any non-controlling interest in an acquired business to properly allocate purchase price consideration between assets that are depreciated and amortized from goodwill. Impairment testing for assets, other than goodwill and indefinite-lived intangible assets, requires the allocation of cash flows to those assets or group of assets and if required, an estimate of fair value for the assets or group of assets. Our estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. These valuations require the use of management's assumptions, which would not reflect unanticipated events and circumstances that may occur.

We evaluate goodwill and intangible assets for impairment on an annual basis, or sooner if indicators of impairment exist. Under the Financial Accounting Standards Board ("FASB") guidance, the evaluation of indefinite-lived intangible assets for impairment allows for a qualitative assessment to be performed, which is similar to the FASB guidance for evaluating goodwill for impairment. In performing these qualitative assessments, we consider relevant events and conditions, including but not limited to: macroeconomic trends, industry and market conditions, overall financial performance, cost factors, company-specific events, legal and regulatory factors and our market capitalization. If the qualitative assessments indicate that it is more likely than not that the fair value of the reporting unit or indefinite-lived intangible assets are less than their carrying amounts, we must perform a quantitative impairment test.

Under the quantitative impairment test, if the carrying amount of the reporting unit goodwill or indefinite-lived intangible asset exceeds the implied fair value of the reporting unit goodwill or indefinite-lived intangible asset, an impairment loss is recorded in the statement of income. Measurement of the fair value of a reporting unit is based on one or more of the following fair value measures: amounts at which the unit as a whole could be bought or sold in a current transaction between willing parties, using present value techniques of estimated future cash flows, or using valuation techniques based on multiples of earnings or revenue, or a similar performance measure.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential for economic losses to be incurred on market risk sensitive instruments arising from adverse changes in market factors such as interest rates, foreign currency exchange rates and equity price risk. Management establishes and oversees the implementation of policies governing our investing, funding, and foreign currency derivative activities in order to mitigate market risks. We monitor risk exposures on an ongoing basis.

INTEREST RATE RISK

We are exposed to interest rate risk relating to our investment portfolio and from interest-rate sensitive assets underlying the customer balances we hold on our consolidated balance sheet as customer accounts. We seek to reduce earnings volatility that may result from changes in interest rates.

As of December 31, 2016 and December 31, 2015, approximately 25% and 24%, respectively, of our total cash and investment portfolio was held in cash and cash equivalents. The assets underlying the customer balances we hold on our consolidated balance sheet as customer accounts are maintained in interest and non-interest bearing bank deposits, time deposits, and U.S. and foreign government and agency securities. We classify the assets underlying the customer balances as current based on their purpose and availability to fulfill our direct obligation under amounts due to customers. We seek to preserve principal while holding eligible liquid assets, as defined by applicable regulatory requirements and commercial law in jurisdictions where we operate, equal to at least 100% of the aggregate amount of all customer balances. We do not pay interest on amounts due to customers.

In the third quarter of 2015, we entered into a \$2 billion senior unsecured credit facility maturing in 2020. Borrowings under the revolving facility, if any, bear interest at floating rates. As a result, we will be exposed to fluctuations in interest rates to the extent of our borrowings under the revolving credit facility. As of December 31, 2016, no borrowings or letters of credit were outstanding under the Credit Agreement.

Interest rates may also adversely impact our customers' spending levels and ability and willingness to pay outstanding amounts owed to us. Higher interest rates often lead to higher payment obligations by customers to us and other lenders under mortgage, credit card and other consumer loan obligations, which may reduce our customers' ability to remain current on their obligations to us and therefore may lead to increased delinquencies, charge-offs and allowances for loan and interest receivable, which could have an adverse effect on our net earnings.

A 100 basis point increase in interest rates would not have had a material impact on our financial assets or liabilities at December 31, 2016 and December 31, 2015.

FOREIGN CURRENCY RISK

We have significant operations internationally that are denominated in foreign currencies, primarily the British Pound, Euro, Australian Dollar and Canadian Dollar, subjecting us to foreign currency risk which may adversely impact our financial results. We transact business in various foreign currencies and have significant international revenues as well as costs. In addition, we charge our international subsidiaries for their use of intellectual property and technology and for certain corporate services. Our cash flow, results of operations and certain of our intercompany balances that are exposed to foreign exchange rate fluctuations may differ materially from expectations and we may record significant gains or losses due to foreign currency fluctuations and related hedging activities. We are generally a net receiver of foreign currencies and therefore benefit from a weakening of the U.S. dollar, and are adversely affected by a strengthening of the U.S. dollar, relative to foreign currencies.

We have a foreign exchange exposure management program designed to identify material foreign currency exposures, manage these exposures and reduce the potential effects of currency fluctuations on our reported consolidated cash flows and results of operations through foreign currency exchange contracts. These foreign currency exchange contracts are accounted for as

derivative instruments; for additional details related to our foreign currency exchange contracts, please see “Note 8 — Derivative Instruments” to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We use foreign exchange forward contracts to protect our forecasted U.S. dollar-equivalent earnings from adverse changes in foreign currency exchange rates. These hedging contracts reduce, but do not entirely eliminate, the impact of adverse currency exchange rate movements. We designate these contracts as cash flow hedges for accounting purposes. The effective portion of the derivative’s gain or loss is initially reported as a component of accumulated other comprehensive income (“AOCI”) and subsequently reclassified into revenue in the same period the forecasted transaction affects earnings. The ineffective portion of the unrealized gains and losses on these contracts, if any, is recorded immediately in earnings.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that changes in exchange rates of 20% for all currencies could be experienced in the near term. If the U.S. dollar weakened by 20% at December 31, 2016 and December 31, 2015, the amount recorded in AOCI related to our foreign currency exchange forward contracts, before taxes, would have been approximately \$341 million and \$321 million lower, respectively. If the U.S. dollar strengthened by 20% at December 31, 2016 and December 31, 2015, the amount recorded in AOCI related to our foreign currency exchange forward contracts, before taxes, would have been approximately \$341 million and \$321 million higher, respectively.

We have an additional foreign exchange management program whereby we use foreign currency exchange contracts to offset the foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. These contracts are not designated as hedging instruments and reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities. The foreign currency gains and losses on our assets and liabilities are recorded in “Other income (expense), net,” which is offset by the gains and losses on the foreign currency exchange contracts.

Adverse changes in exchange rates of 20% for all currencies would have resulted in an adverse impact on income before income taxes of approximately \$160 million and \$136 million at December 31, 2016 and December 31, 2015, respectively, without considering the offsetting effect of hedging. Foreign currency exchange contracts in place as of December 31, 2016 would have positively impacted income before income taxes by approximately \$128 million, resulting in a net negative impact of approximately \$32 million. Foreign currency exchange contracts in place as of December 31, 2015 would have positively impacted income before income taxes by approximately \$133 million, resulting in a net negative impact of approximately \$3 million. These reasonably possible adverse changes in currency exchange rates of 20% were applied to total monetary assets and liabilities denominated in currencies other than the functional currencies of our subsidiaries at the balance sheet dates to compute the adverse impact these changes would have had on our income before income taxes as of these dates.

EQUITY PRICE RISK

As of December 31, 2016 and December 31, 2015, our cost method investments totaled \$50 million and \$26 million, respectively, which represented less than 1% of our total cash and investment portfolio and were primarily related to cost method investments in privately held companies. As of December 31, 2016 and 2015, we did not hold any marketable equity instruments. We review our investments for impairment when events and circumstances indicate a decline in fair value of such assets below carrying value is other-than-temporary. Our analysis includes a review of recent operating results and trends, recent sales and acquisitions of the securities in which we have invested and other publicly available data.

EUROPEAN DEBT EXPOSURES

We actively monitor our exposure to the European markets, including the impact of sovereign debt issues associated with Cyprus, Greece, Ireland, Italy, Portugal and Spain. As of December 31, 2016 and December 31, 2015, we did not have any direct investments in the sovereign debt of these countries or in debt securities issued by corporations or financial institutions organized in these countries. We maintain a small number of operating bank accounts with local and foreign banks in the aforementioned countries that have balances that we do not consider material.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements and accompanying notes listed in Part IV, Item 15(a)(1) of this Annual Report on Form 10-K are included elsewhere in this report.

Item 9. Changes in and Disagreements with accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures. Based on the evaluation of our disclosure controls and procedures (as defined in the Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act), our principal executive officer and our principal financial officer have concluded that as of December 31, 2016, the end of the period covered by this report, our disclosure controls and procedures were effective.

Management's report on internal control over financial reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our management, including our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation under the framework in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2016.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears in Item 15(a) of this Annual Report on Form 10-K.

Changes in internal controls over financial reporting. There were no changes in our internal controls over financial reporting as defined in Exchange Act Rule 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Incorporated by reference from our Proxy Statement for our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2016.

CODE OF ETHICS, GOVERNANCE GUIDELINES AND COMMITTEE CHARTERS

We have adopted a Code of Business Conduct and Ethics that applies to all PayPal employees and directors. We have also adopted a Code of Ethics for Senior Financial Officers that applies to our senior financial officers, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Ethics for Senior Financial Officers is included in our Code of Business Conduct and Ethics posted on our website at <https://investor.paypal-corp.com/corporate-governance.cfm>. We will post any amendments to or waivers from the Code of Ethics for Senior Financial Officers at that location.

Item 11. Executive Compensation

Incorporated by reference from our Proxy Statement for our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2016.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated by reference from our Proxy Statement for our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2016.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated by reference from our Proxy Statement for our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2016.

Item 14. Principal Accounting Fees and Services

Incorporated by reference from our Proxy Statement for our 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2016.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report:

	Page Number
1. Consolidated Financial Statements	
Report of Independent Registered Public Accounting Firm	53
Consolidated Balance Sheets	54
Consolidated Statements of Income	55
Consolidated Statements of Comprehensive Income	56
Consolidated Statements of Equity	57
Consolidated Statements of Cash Flows	58
Notes to Consolidated Financial Statements	59
2. Financial Statement Schedule	
Schedule II — Valuation and Qualifying Accounts	97
All other schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.	
3. Exhibits Required by Item 601 of Regulation S-K	
The information required by this Item is set forth in the Index of Exhibits that follows the signature page of this Annual Report.	

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of PayPal Holdings, Inc.

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of PayPal Holdings, Inc. and its subsidiaries at December 31, 2016 and December 31, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 8, 2017

Consolidated Balance Sheets

	As of December 31,	
	2016	2015
	(In millions, except par value)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,590	\$ 1,393
Short-term investments	3,385	2,018
Accounts receivable, net	214	137
Loans and interest receivable, net of allowances of \$339 in 2016 and \$233 in 2015	5,348	4,184
Funds receivable and customer accounts	14,363	12,261
Prepaid expenses and other current assets	833	655
Total current assets	25,733	20,648
Long-term investments	1,539	2,348
Property and equipment, net	1,482	1,344
Goodwill	4,059	4,069
Intangible assets, net	211	358
Other assets	79	114
Total assets	\$33,103	\$ 28,881
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 192	\$ 145
Funds payable and amounts due to customers	15,163	12,261
Accrued expenses and other current liabilities	1,459	1,179
Income taxes payable	64	32
Total current liabilities	16,878	13,617
Deferred tax liability and other long-term liabilities	1,513	1,505
Total liabilities	18,391	15,122
Commitments and contingencies (Note 12)		
Equity:		
Common stock, \$0.0001 par value; 4,000 shares authorized; 1,207 and 1,224 outstanding	—	—
Treasury stock at cost, 27 shares as of December 31, 2016	(995)	—
Additional paid-in-capital	13,579	13,100
Retained earnings	2,069	668
Accumulated other comprehensive income (loss)	59	(9)
Total equity	14,712	13,759
Total liabilities and equity	\$33,103	\$ 28,881

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Income

	Year Ended December 31,		
	2016	2015	2014
	(In millions, except for per share amounts)		
Net revenues	\$10,842	\$9,248	\$8,025
Operating expenses:			
Transaction expense	3,346	2,610	2,170
Transaction and loan losses	1,088	809	646
Customer support and operations	1,267	1,110	991
Sales and marketing	969	937	954
Product development	834	792	747
General and administrative	1,028	873	733
Depreciation and amortization	724	608	516
Restructuring	—	48	—
Total operating expenses	9,256	7,787	6,757
Operating income	1,586	1,461	1,268
Other income (expense), net	45	27	(7)
Income before income taxes	1,631	1,488	1,261
Income tax expense	230	260	842
Net income	\$ 1,401	\$ 1,228	\$ 419
Net income per share:			
Basic	\$ 1.16	\$ 1.00	\$ 0.34
Diluted	\$ 1.15	\$ 1.00	\$ 0.34
Weighted average shares:			
Basic	1,210	1,222	1,218
Diluted	1,218	1,229	1,224

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Net income	\$1,401	\$1,228	\$419
Other comprehensive income (loss), net of reclassification adjustments:			
Foreign currency translation	(15)	(37)	(42)
Unrealized gains (losses) on investments, net	11	(16)	—
Tax (expense) benefit on unrealized gains/losses on investments, net	(1)	3	—
Change in unrealized gains/losses on hedging activities, net	74	(69)	217
Tax (expense) benefit on unrealized gains/losses on hedging activities, net	(1)	—	(4)
Other comprehensive (loss) income, net of tax	68	(119)	171
Comprehensive income	\$1,469	\$1,109	\$590

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Equity

	Common Stock Shares	Treasury Stock	Additional Paid-In Capital	Net Parent Investment	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Equity
	(In millions)						
Balances at December 31, 2013	1,218	\$ —	\$ —	\$ 7,451	\$ (61)	\$ —	\$ 7,390
Net income	—	—	—	419	—	—	419
Net transfers from eBay	—	—	—	268	—	—	268
Foreign currency translation	—	—	—	—	(42)	—	(42)
Change in unrealized gains/losses on hedging activities, net	—	—	—	—	217	—	217
Tax expense on unrealized losses on hedging activities, net	—	—	—	—	(4)	—	(4)
Balances at December 31, 2014	1,218	\$ —	\$ —	\$ 8,138	\$ 110	\$ —	\$ 8,248
Net income	—	—	—	560	—	668	1,228
Net transfers from eBay	—	—	—	4,143	—	—	4,143
Foreign currency translation	—	—	—	—	(37)	—	(37)
Unrealized losses on investments, net	—	—	—	—	(16)	—	(16)
Tax benefit on unrealized losses on investments, net	—	—	—	—	3	—	3
Change in unrealized gains (losses) on hedging activities, net	—	—	—	—	(69)	—	(69)
Common stock and stock-based awards issued and assumed, net of shares withheld for employee taxes	6	—	64	—	—	—	64
Stock-based compensation	—	—	185	—	—	—	185
Stock-based compensation tax impact	—	—	10	—	—	—	10
Reclassification of net parent investment in connection with separation	—	—	12,841	(12,841)	—	—	—
Balances at December 31, 2015	1,224	\$ —	\$ 13,100	\$ —	\$ (9)	\$ 668	\$ 13,759
Net income	—	—	—	—	—	1,401	1,401
Foreign currency translation	—	—	—	—	(15)	—	(15)
Unrealized losses on investments, net	—	—	—	—	11	—	11
Tax benefit on unrealized losses on investments, net	—	—	—	—	(1)	—	(1)
Change in unrealized gains/losses on hedging activities, net	—	—	—	—	74	—	74
Tax expense on unrealized gains on hedging activities, net	—	—	—	—	(1)	—	(1)
Common stock and stock-based awards issued and assumed, net of shares withheld for employee taxes	10	—	(10)	—	—	—	(10)
Common stock repurchased	(27)	(995)	—	—	—	—	(995)
Stock-based compensation	—	—	449	—	—	—	449
Stock-based compensation tax impact	—	—	40	—	—	—	40
Balances at December 31, 2016	1,207	\$ (995)	\$ 13,579	\$ —	\$ 59	\$ 2,069	\$ 14,712

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Cash flows from operating activities:			
Net income	\$ 1,401	\$ 1,228	\$ 419
Adjustments:			
Transaction and loan losses	1,088	809	646
Depreciation and amortization	724	608	516
Stock-based compensation	438	346	299
Deferred income taxes	52	127	680
Excess tax benefits from stock-based compensation	(40)	(26)	(41)
Gain on sale of principal loans receivable held for sale, net	(24)	(40)	—
Changes in assets and liabilities:			
Accounts receivable	(77)	(22)	(13)
Receivable from eBay	—	121	(24)
Principal loans receivable held for sale, net	24	14	—
Transaction loss allowance for cash losses, net	(643)	(493)	(414)
Other current assets and non-current assets	(145)	(384)	(38)
Accounts payable	11	12	42
Payable to eBay	—	(217)	(2)
Income taxes payable	69	40	37
Other current liabilities and non-current liabilities	280	423	113
Net cash provided by operating activities	3,158	2,546	2,220
Cash flows from investing activities:			
Purchases of property and equipment	(669)	(722)	(492)
Proceeds from sales of property and equipment	—	26	—
Changes in principal loans receivable, net	(1,523)	(819)	(1,023)
Purchases of investments	(21,041)	(21,626)	(8,744)
Maturities and sales of investments	18,429	16,148	7,766
Acquisitions, net of cash acquired	(19)	(1,225)	(2)
Funds receivable and customer accounts	(176)	(395)	(24)
Notes payable and receivable from eBay	—	575	(362)
Net cash used in investing activities	(4,999)	(8,038)	(2,881)
Cash flows from financing activities:			
Proceeds from issuance of common stock	109	75	—
Purchases of treasury stock	(995)	—	—
Excess tax benefits from stock-based compensation	40	26	41
Contribution from (to) eBay	—	3,858	(71)
Tax withholdings related to net share settlements of restricted stock units and restricted stock awards	(118)	(18)	—
Borrowings (repayments) under financing arrangements	(21)	(862)	(21)
Funds payable and amounts due to customers	3,023	1,649	1,335
Net cash provided by financing activities	2,038	4,728	1,284
Effect of exchange rate changes on cash and cash equivalents	—	(44)	(26)
Net increase (decrease) in cash and cash equivalents	197	(808)	597
Cash and cash equivalents at beginning of period	1,393	2,201	1,604
Cash and cash equivalents at end of period	\$ 1,590	\$ 1,393	\$ 2,201
Supplemental cash flow disclosures:			
Cash paid for interest	\$ 4	\$ 16	\$ 19
Cash paid for income taxes	\$ 48	\$ 216	\$ 47

The accompanying notes are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements

Note 1 — Overview and Summary of Significant Accounting Policies

OVERVIEW AND ORGANIZATION

PayPal Holdings, Inc. (“PayPal,” the “Company,” “we,” “us,” or “our”) was incorporated in Delaware in January 2015 and is a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. Our vision is to democratize financial services, as we believe that managing and moving money is a right for all people, not just the affluent. Our goal is to increase our relevance for consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform and using any device. We provide safer and simpler ways for businesses of all sizes to accept payments from merchant websites, mobile devices and applications, and at offline retail locations through a wide range of payment solutions. We also facilitate person-to-person payments through PayPal, Venmo and Xoom. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and Paydiant products, compose our proprietary Payments Platform. The terms “we,” “our,” “us,” “the Company,” and “PayPal” mean PayPal Holdings, Inc. and, unless otherwise expressly stated or the context requires, its subsidiaries.

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. Government regulation impacts key aspects of our business. We are subject to regulations that affect the payments industry in the markets in which we operate. Non-compliance with laws and regulations, increased penalties and enforcement actions related to non-compliance, changes in laws and regulations or their interpretation, and the enactment of new laws and regulations applicable to us could have a material adverse impact on our business, results of operations and financial condition.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

On July 17, 2015 (the “distribution date”), PayPal became an independent publicly traded company through the pro rata distribution by eBay Inc. (“eBay”) of 100% of the outstanding common stock of PayPal to eBay stockholders (which we refer to as the “separation” or the “distribution”). Each eBay stockholder of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held on the record date. Approximately 1.2 billion shares of PayPal common stock were distributed on July 17, 2015 to eBay stockholders. PayPal’s common stock began “regular way” trading under the ticker symbol “PYPL” on The NASDAQ Stock Market on July 20, 2015.

Prior to the separation, eBay transferred substantially all of the assets and liabilities and operations of eBay’s payments business to PayPal, which was completed in June 2015 (the “capitalization”). The consolidated financial statements prior to the capitalization were prepared on a stand-alone basis and were derived from eBay’s consolidated financial statements and accounting records. The consolidated financial statements reflect our financial position, results of operations, comprehensive income and cash flows as our business was operated as part of eBay prior to the capitalization. Following the capitalization, the consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All periods presented have been accounted for in conformity with U.S. generally accepted accounting principles (“GAAP”).

For periods prior to the capitalization, the consolidated financial statements include expenses associated with real estate and information technology that were previously allocated to the payments business of eBay, and additional expenses related to certain corporate functions, including senior management, legal, human resources and finance. These expenses also include allocations related to stock-based compensation. The expenses that were incurred by eBay were allocated to us based on direct usage or benefit where identifiable, with the remainder allocated on a pro rata basis of revenue, headcount, or other systematic measure. We consider the expense allocation methodology and results to be reasonable for all periods presented. The consolidated financial statements also include certain assets and liabilities that were historically held at the eBay corporate level, but which are specifically identifiable and attributable to us. The consolidated financial position, results of operations and cash flows of PayPal prior to the distribution may not be indicative of our results had we been a separate stand-alone entity throughout the periods presented, nor are the results stated herein indicative of what the Company’s financial position, results of operations and cash flows may be in the future. All intercompany transactions and accounts have been eliminated. Transactions between the Company and eBay are included in these consolidated financial statements for all periods presented.

Beginning with the first quarter of 2016, we reclassified certain operating expenses in our consolidated statements of income to better align our external and internal financial reporting. These classification changes relate primarily to real estate and information technology operating expenses that were previously allocated among customer support and operations expense, sales and marketing expense and product development expense. As of the first quarter of 2016, our management did not allocate these operating expenses for internal financial reporting and general management of the business and has therefore discontinued this allocation for external financial reporting purposes. As a result, starting with the first quarter of 2016, these operating expenses were reported as part of general and administrative expenses. These changes have no impact on the previously reported

Notes to Consolidated Financial Statements

consolidated net income for prior periods, including total operating expenses, financial position or cash flows for any periods presented, and do not eliminate any of the costs allocated to us by eBay for any periods prior to the separation. Prior period amounts have been reclassified to conform to the current period presentation.

The following tables presents the effects of the changes on the presentation of operating expenses to the previously reported consolidated statement of income:

(In millions)	Year Ended December 31, 2015		
	As Reported	Adjustments	Revised
Transaction expense	\$2,610	\$ —	\$2,610
Transaction and loan losses	809	—	809
Customer support and operations	1,220	(110)	1,110
Sales and marketing	985	(48)	937
Product development	947	(155)	792
General and administrative	560	313	873
Depreciation and amortization	608	—	608
Restructuring	48	—	48
Total operating expenses	\$7,787	\$ —	\$7,787

(In millions)	Year Ended December 31, 2014		
	As Reported	Adjustments	Revised
Transaction expense	\$2,170	\$ —	\$2,170
Transaction and loan losses	646	—	646
Customer support and operations	1,055	(64)	991
Sales and marketing	998	(44)	954
Product development	890	(143)	747
General and administrative	482	251	733
Depreciation and amortization	516	—	516
Restructuring	—	—	—
Total operating expenses	\$6,757	\$ —	\$6,757

The accompanying consolidated financial statements include the financial statements of PayPal and our wholly and majority-owned subsidiaries. Investments in entities where we hold less than a 20% ownership interest are accounted for using the cost method of accounting, and our share of the investees' results of operations is included in other income (expense), net on our consolidated statement of income to the extent dividends are received. Our investment balance is included in long-term investments on our consolidated balance sheet.

In the opinion of management, these consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for fair presentation of the consolidated financial statements for all periods presented. We have evaluated all subsequent events through the date the financial statements were issued. Certain amounts for prior years have been reclassified to conform to the financial statement presentation as of and for the year ended December 31, 2016.

Use of estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses, including allocations from eBay, during the reporting period. On an ongoing basis, we evaluate our estimates, including but not limited to those related to provisions for transaction and loan losses, legal contingencies, income taxes, revenue recognition, and the valuation of goodwill and intangible assets. We base our estimates on historical experience and on various other assumptions which we believe to be reasonable under the circumstances. Actual results could differ from these estimates.

Notes to Consolidated Financial Statements

Cash and cash equivalents

Cash and cash equivalents are short-term, highly liquid investments with original maturities of three months or less when purchased and are composed of primarily of bank deposits, government and agency securities and commercial paper.

Investments

Short-term investments, which include time deposits, government and agency securities and corporate debt securities with original maturities of greater than three months but less than one year when purchased, are classified as available-for-sale and are reported at fair value using the specific identification method. Unrealized gains and losses are excluded from earnings and reported as a component of other comprehensive income (loss), net of related estimated tax provisions or benefits.

Long-term investments include corporate debt securities, government and agency securities and cost method investments with maturities exceeding one year. Debt securities, government and agency securities are classified as available-for-sale and are reported at fair value using the specific identification method. Unrealized gains and losses are excluded from earnings and reported as a component of other comprehensive income (loss), net of related estimated tax provisions or benefits.

We elect to account for foreign currency denominated available-for-sale investments underlying funds receivable and customer accounts, short-term investments and long-term investments under the fair value option as further discussed in “Note 5 — Funds Receivable and Customer Accounts” and “Note 6 — Investments.” The changes in fair value related to initial measurement and subsequent changes in fair value are included in earnings as a component of other income (expense), net.

Our cost method investments consist of investments in privately held companies where we do not have the ability to exercise significant influence, or have control over the investee. These investments are recorded at cost and are subject to periodic tests for other-than-temporary impairment.

We assess whether an other-than-temporary impairment loss on our investments has occurred due to declines in fair value or other market conditions. If any impairment is considered other-than-temporary, we will write down the investment to its fair value and record the corresponding charge through other income (expense), net in our consolidated statements of income. With respect to our debt securities, this assessment takes into account the severity and duration of the decline in value, our intent to sell the security, whether it is more likely than not we will be required to sell the security before recovery of its amortized cost basis, and whether we expect to recover the entire amortized cost basis of the security (that is, whether a credit loss exists).

Loans and interest receivable, net

Loans and interest receivable, net represents consumer receivables originated under PayPal Credit consumer accounts and working capital advances to select small and medium-sized PayPal merchants through our PayPal Working Capital product. In the U.S., we work with independent chartered financial institutions that extend credit to the consumer or merchant using our PayPal credit products.

For our consumer credit products outside the U.S., we extend credit through our Luxembourg banking subsidiary. For our merchant credit products outside the U.S., we extend working capital advances in the U.K. through our Luxembourg banking subsidiary, and we extend working capital advances in Australia through an Australian subsidiary. We purchase the related receivables extended by the independent chartered financial institution and are responsible for servicing functions related to all of our credit products. As part of the arrangement with the independent chartered financial institution in the U.S. that we work with, we sell back a participation interest in the pool of consumer receivables outstanding under PayPal Credit consumer accounts. For this arrangement, gains or losses on the sale of the participation interest are not material as the carrying amount of the participation interest sold approximates the fair value at time of transfer. However, we have a separate arrangement with certain investors under which we sell to these investors a participation interest in certain consumer loans receivable that we purchased, where the consideration received exceeds the carrying amount of the participation interest sold which results in a gain reflected as net revenues in our consolidated financial statements. See “Note 10 — Loans and Interest Receivable, net” for additional information related to this arrangement. We apply a control-oriented, financial-components approach and account for the asset transfer as a sale and derecognize the portion of the participation interest for which control has been surrendered.

Loans, advances and interest and fees receivable are reported at their outstanding principal balances, net of any participation interest sold and pro-rata allowances, including unamortized deferred origination costs and estimated collectible interest and fees. We maintain the servicing rights for the entire pool of consumer receivables outstanding and receive a fee approximating the fair value for servicing the assets underlying the participation interest sold.

The terms of our consumer relationships require us to submit monthly bills to the consumer detailing loan repayment requirements. The terms also allow us to charge the consumer interest and fees in certain circumstances. Due to the relatively small dollar amount of individual loans and interest receivable, we do not require collateral on these balances.

Notes to Consolidated Financial Statements

Allowance for loans and interest receivable

The allowance for loans and interest receivable represents management's estimate of probable incurred losses inherent in our PayPal Credit portfolio of receivables. Increases to the allowance for loans receivable are reflected as transaction and loan losses in our consolidated financial statements. The evaluation process to assess the adequacy of allowances is subject to numerous estimates and judgments. For our consumer loans receivable, the allowance is primarily based on forecasted principal balance delinquency rates ("roll rates"). Roll rates are the percentage of balances which we estimate will migrate from one stage of delinquency to the next based on our historical experience, as well as external factors such as estimated bankruptcies and levels of unemployment. Roll rates are applied to principal amount of our consumer receivables for each stage of delinquency, from current to 180 days past the payment due date, in order to estimate the principal loans which have incurred losses and are probable to be charged off. For merchant working capital advances, the allowance is primarily based on principal balances, forecasted delinquency rates and recoveries through the use of a vintage-based loss forecasting model.

The determination of delinquency, from current to 180 days past due, for principal balances related to merchant working capital advances is based on the current expected repayment period of the advance and fixed fee as compared to the original expected repayment period. We calculate the repayment rate based on the merchant's expected future payment volume such that repayment of the advance and fixed fee is typically expected to occur within 9 to 12 months from the date of the advance. On a regular basis, we recalculate the repayment period based on the actual repayment activity on the receivable. As such, actual repayment periods are dependent on actual payment processing volumes. See "Note 10 — Loans and Interest Receivable, Net" for additional information on the delinquency status of our PayPal Credit portfolio of receivables.

The allowance for loss against interest receivable is primarily determined by applying historical average customer account roll rates to the interest receivable balance in each stage of delinquency to project the value of accounts that have incurred losses and are probable to be charged off. The allowance for fees receivable is primarily based on fee balances, forecasted delinquency rates and recoveries through the use of a vintage-based loss forecasting model. Increases to the allowance for interest receivable is reflected as a reduction of net revenues in our consolidated statement of income. Increases to the allowance for fees receivable is recognized as a reduction in deferred revenues in our consolidated balance sheet.

We charge off consumer loan receivable balances in the month in which a customer balance becomes 180 days past the payment due date. We charge off the merchant receivable when the updated repayment period is 180 days past the original expected repayment period and the merchant has not made a payment in the last 60 days. We also charge off the receivable when the updated repayment period is 360 days past the original expected repayment period regardless of whether or not the merchant has made a payment within the last 60 days.

Bankrupt accounts are charged off within 60 days of receiving notification from the bankruptcy courts. Consumer loans receivable past the payment due date continue to accrue interest until such time as they are charged off. Charge-offs that are recovered are recorded as a reduction to our allowance for loans and interest receivable.

Customer accounts

We hold all customer balances (both in the U.S. and internationally) as direct claims against us which are reflected on our consolidated balance sheet as a liability classified as amounts due to customers. Certain jurisdictions where PayPal operates require us to hold eligible liquid assets, as defined by the regulators in these jurisdictions, equal to at least 100% of the aggregate amount of all customer balances. Therefore, we use the assets underlying the customer balances to meet these regulatory requirements and separately classify the assets as customer accounts in our consolidated balance sheet. We classify the assets underlying the customer balances as current based on their purpose and availability to fulfill our direct obligation under amounts due to customers.

In March 2016, as approved by management and our Luxembourg banking subsidiary Supervisory Board and as permitted within regulations set forth by the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"), we designated \$800 million of European customer balances held in our Luxembourg banking subsidiary to be used to extend credit to our European customers. This is consistent with our strategy of diversifying funding sources for our credit business and does not represent a change in our credit business development strategy or risk appetite. These funds are classified as cash and cash equivalents in our consolidated balance sheet and represent approximately 20% of European customer balances potentially available for corporate use by the Company at December 31, 2016 as determined by applying financial regulations maintained by the CSSF. The remaining assets underlying the customer balances remain separately classified as customer accounts in our consolidated balance sheet. We do not commingle these customer accounts with corporate funds and maintain these assets separately in interest and non-interest bearing bank deposits, time deposits, corporate debt securities and U.S. and foreign government and agency securities. See "Note 5 — Funds Receivable and Customer Accounts" for additional information related to customer accounts. Due to the above approved plan, we have presented changes in funds receivable and customer accounts as cash flows from investing activities in our consolidated statements of cash flows based on the nature of the activity underlying our customer accounts. We have elected to conform the prior year statement of cash flows to the current period presentation to provide comparability.

Notes to Consolidated Financial Statements

The following table presents the effects of the changes on the presentation of the statement of cash flows to the previously reported cash flows from investing activities and cash flows from financing activities in the consolidated statement of cash flows for the years ended December 31, 2015 and 2014. These changes have no impact on the previously reported total net cash flows:

(In millions)	Full Year December 31, 2015		
	As Reported	Adjustments	Revised
Cash flows from investing activities:			
Purchases of investments	\$(7,542)	\$(14,084)	\$(21,626)
Maturities and sales of investments	3,318	12,830	16,148
Funds receivable and customer accounts	—	(395)	(395)
Cash flows from financing activities:			
Funds receivable and customer accounts	(1,649)	1,649	—
Net change	\$(5,873)	\$ —	\$(5,873)

(In millions)	Full Year December 31, 2014		
	As Reported	Adjustments	Revised
Cash flows from investing activities:			
Purchases of investments	\$ (76)	\$(8,668)	\$(8,744)
Maturities and sales of investments	409	7,357	7,766
Funds receivable and customer accounts	—	(24)	(24)
Cash flows from financing activities:			
Funds receivable and customer accounts	(1,335)	1,335	—
Net change	\$(1,002)	\$ —	\$(1,002)

Funds receivable and funds payable

Funds receivable and funds payable arise due to the time required to initiate collection from and clear transactions through external payment networks. When customers fund their account using their bank account or a credit card or debit card, or withdraw funds from their PayPal account to their bank account or through a debit card transaction, there is a clearing period before the cash is received or settled, usually one to three business days for U.S. transactions and generally up to five business days for international transactions.

Allowance for negative customer balances

Negative customer balances occur primarily when there are insufficient funds in a customer's PayPal account to cover charges applied for Automated Clearing House ("ACH") returns, debit card transactions, chargebacks, nondelivery or unsatisfactory delivery of goods or services. Negative balances can be cured by the customer by adding funds to the account, receiving payments, or through back-up funding sources. We also utilize third-party collection agents. For negative customer balances that are not expected to be cured or otherwise collected, we provide an allowance for uncollectible accounts. The allowance is estimated based on known facts and circumstances, internal factors including our experience with similar cases, and historical trends involving collection and write-off patterns. Negative customer balances are included in other current assets, net of the allowance. Adjustments to the allowance for negative customer balances are recorded as a component of transaction and loan loss. The allowance for negative customer balances was \$144 million and \$119 million at December 31, 2016 and 2015, respectively.

Property and equipment

Property and equipment consists primarily of computer equipment, software and website development costs, land and buildings and leasehold improvements. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets; generally, one to three years for computer equipment and software, including capitalized software and website development costs, three years for furniture and fixtures, up to thirty years for buildings and building improvements, and the shorter of five years or the non-cancelable term of the lease for leasehold improvements.

Goodwill and intangible assets

Goodwill is tested for impairment at a minimum on an annual basis. Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is

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less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The fair value of the reporting unit is estimated using income and market approaches. The discounted cash flow method, a form of the income approach, uses expected future operating results and a market participant discount rate. The market approach uses comparable company prices and other relevant information generated by market transactions (either publicly traded entities or merger and acquisitions) to develop pricing metrics to be applied to historical and expected future operating results of the reporting unit. Failure to achieve these expected results, changes in the discount rate or market pricing metrics, may cause a future impairment of goodwill at the reporting unit level. We conducted our annual impairment test of goodwill as of August 31, 2016 and 2015. We determined that no adjustment to the carrying value of goodwill of our reporting unit was required. As of December 31, 2016, we determined that no events or circumstances from August 31, 2016 through December 31, 2016 indicated that a further assessment was necessary.

Intangible assets consist of customer-related intangible assets, marketing related intangibles, developed technologies and other intangible assets including purchased partner relationships, purchased technology, patents and contractual agreements. Intangible assets are amortized over the period of estimated benefit using the straight-line method and estimated useful lives ranging from one to eight years. No significant residual value is estimated for intangible assets.

Impairment of long-lived assets

We evaluate long-lived assets (including intangible assets) for impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future net cash flow the asset is expected to generate.

Allowance for transaction losses

We are exposed to transaction losses due to credit card and other payment misuse as well as nonperformance of and credit losses from sellers who accept payments through PayPal. We establish an allowance for estimated losses arising from processing customer transactions, such as chargebacks for unauthorized credit card use and merchant-related chargebacks due to non-delivery of goods or services, ACH returns, buyer protection program claims, account takeovers, and account overdrafts. This allowance represents an accumulation of the estimated amounts necessary to provide for transaction losses incurred as of the reporting date, including those which we have not yet identified. The allowance is monitored regularly and is updated based on actual claims data reported by our claims processors and other actual data received. The allowance is based on known facts and circumstances, internal factors including experience with similar cases, historical trends involving loss payment patterns, and the mix of transaction and loss types. Additions to the allowance are reflected as transaction and loan losses in our consolidated statements of income. At December 31, 2016 and 2015, the allowance for transaction losses totaled \$78 million and \$66 million, respectively, and was included in accrued expenses and other current liabilities.

Derivative instruments

We have significant international revenues and costs denominated in foreign currencies, subjecting our operations to foreign currency risk. We enter into foreign currency exchange contracts that qualify as cash flow hedges, generally with maturities of 18 months or less, to reduce the volatility of cash flows primarily related to forecasted revenue denominated in certain foreign currencies. All outstanding derivatives are recognized on the balance sheet at fair value. The effective portion of the designated derivative's gain or loss is initially reported as a component of accumulated other comprehensive income (loss) and is subsequently reclassified into the financial statement line item in which the hedged item is recorded in the period the forecasted transaction affects earnings.

We also hedge our economic exposure to foreign currency denominated monetary assets and liabilities with foreign currency contracts. The gains and losses on the foreign exchange contracts economically offset transaction gains and losses on certain foreign currency denominated monetary assets and liabilities recognized in earnings. Accordingly, these outstanding non-designated derivatives are recognized on the balance sheet at fair value and changes in fair value from these contracts are recorded in other income (expense), net in the consolidated statement of income. Our hedging program is not designed or operated for trading or speculative purposes.

Our derivative instruments expose us to credit risk to the extent counterparties may be unable to meet the terms of the agreements. We seek to mitigate this risk by limiting counterparties to major financial institutions and by spreading the risk across several major financial institutions. In addition, the potential risk of loss with one counterparty resulting from this type of credit risk is monitored on an ongoing basis. See "Note 8 — Derivative Instruments" for additional information related to the derivative instruments.

Fair value of financial instruments

Our financial assets and liabilities are valued using market prices on both active markets (Level 1) and less active markets (Level 2). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical

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assets. Level 2 instrument valuations are obtained from readily available pricing sources for comparable instruments, identical instruments in less active markets, or models using market observable inputs. As of December 31, 2016, and 2015 we did not have any assets or liabilities requiring measurement at fair value without observable market values that would require a high level of judgment to determine fair value (Level 3). Our financial instruments, including cash, cash equivalents, accounts receivable, loans and interest receivable, funds receivable, certain customer accounts, accounts payable, and funds payable and amounts due to customers are carried at cost, which approximates their fair value due to the short-term maturity of these instruments.

Concentrations of risk

Our cash, cash equivalents, accounts receivable, loans and interest receivable, and funds receivable and customer accounts are potentially subject to concentration of credit risk. Cash, cash equivalents and customer accounts are placed with financial institutions that management believes are of high credit quality. In addition, funds receivable are generated primarily with financial institutions or credit card companies which management believes are of high credit quality. We invest our cash, cash equivalents and customer accounts primarily in highly liquid, highly rated instruments which are uninsured. From time to time, we may also have corporate deposit balances with financial services institutions which exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limit of \$250,000. As part of our cash management process, we perform periodic evaluations of the relative credit standing of these financial institutions. Our accounts receivable are derived from revenue earned from customers located in the U.S. and internationally. Our loans and interest receivable are derived from consumer and merchant financing activities for customers located in the U.S. and internationally. As of December 31, 2016, two customers respectively accounted for 29% and 24% of net accounts receivables. No customer accounted for more than 10% of net loans receivable as of December 31, 2016. As of December 31, 2015 three customers accounted for 19%, 15% and 13% of net accounts receivables. No customer accounted for more than 10% of net loans receivable as of December 31, 2015. During the years ended December 31, 2016, 2015 and 2014, no customer accounted for more than 10% of net revenues. During the years ended December 31, 2016, 2015 and 2014, we earned approximately 22%, 26%, and 29% of revenue from customers on eBay's Marketplaces platform. No other source of revenue represented more than 10% of our revenue.

Revenue recognition

We earn net revenues primarily from fees charged to customers on the volume of activity processed through our Payments Platform. Net transaction revenues resulting from a payment processing transaction are recognized once the transaction is complete. Based on historical experience, specified credits are made at the time revenue is recognized and recorded as a reduction to revenue. In certain circumstances, we are required to record payments to a customer as a reduction to revenue. These payments to customers primarily originate from certain customer acquisition arrangements.

We also earn net revenues from other value added services, including interest and fees earned on our PayPal Credit loans receivable portfolio, subscription fees, gateway fees, gain on sale of participation interest in certain consumer loans receivable, revenue share we earn through partnerships, interest earned on certain PayPal customer account balances, fees earned through our Paydiant products and other services that we provide to our consumers and merchants. Net revenues earned from other value added services are recognized over the period services are performed and when amounts are deemed to be fixed or determinable. Interest and fees earned on the PayPal Credit portfolio of loans receivable are computed and recognized based on contractual interest and fee rates, and are net of any required reserves and amortization of deferred origination costs.

Advertising expense

We expense the cost of producing advertisements at the time production occurs and expense the cost of communicating advertisements in the period during which the advertising space or airtime is used as sales and marketing expense. Online advertising expenses are recognized based on the terms of the individual agreements, which is generally over the greater of the ratio of the number of impressions delivered over the total number of contracted impressions, on a pay-per-click basis, or on a straight-line basis over the term of the contract. Advertising expense totaled \$350 million, \$303 million and \$272 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Internal use software and website development costs

Direct costs incurred to develop software for internal use and website development costs are capitalized and amortized over an estimated useful life of one to three years and are recorded as depreciation and amortization. PayPal capitalized \$341 million and \$254 million of internally developed software and website development costs for the years ended December 31, 2016 and 2015, respectively. Amortization expense for these capitalized costs was \$208 million, \$166 million and \$129 million for the years ended December 31, 2016, 2015 and 2014, respectively. Costs related to the maintenance of internal use software and website development costs are expensed as incurred.

Defined contribution savings plans

We have a defined contribution savings plan in the U.S. which qualifies under Section 401(k) of the Internal Revenue Code (the "Code"). Our non-U.S. employees are covered by other savings plans. Expenses related to our defined contribution savings plans are recorded when services are rendered by our employees.

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Stock-based compensation

Prior to the separation, our employees participated in eBay's equity incentive plans, including stock options, restricted stock units and performance-based restricted stock units and the employee stock purchases made under eBay's employee stock purchase plan. All awards granted under these plans consisted of eBay common shares. Our consolidated statement of income reflected compensation expense for these stock-based plans associated with the portion of eBay's incentive plans in which our employees participated as well as an allocation of stock-based compensation of certain employees of eBay who provided general and administrative services on our behalf.

Upon separation, outstanding awards granted to PayPal employees under eBay's equity incentive plans were converted into PayPal awards under PayPal's equity incentive plans based on a conversion ratio. This conversion ratio was determined as the closing per-share price of eBay shares on the last regular trading session prior to separation divided by the opening per-share price of PayPal shares on the first regular trading session after separation. There was no significant incremental stock-based compensation expense recorded as a result of the share conversions.

For periods up to separation, we determined compensation expense associated with restricted stock units based on the fair value of eBay's common stock on the date of grant. Following separation, we determine compensation expense associated with restricted stock units based on the fair value of our common stock on the date of grant. We determine compensation expense associated with stock options based on the estimated grant date fair value method using the Black-Scholes valuation model. We generally recognize compensation expense using a straight-line amortization method over the respective vesting period for awards that are ultimately expected to vest. Accordingly, stock-based compensation expense for the years ended December 31, 2016, 2015 and 2014 has been reduced for estimated forfeitures. When estimating forfeitures, we consider voluntary termination behavior of our employees as well as trends of actual option forfeitures.

Foreign currency

Most of our foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars using daily exchange rates. Gains and losses resulting from the translation of our consolidated balance sheet are recorded as a component of accumulated other comprehensive income. Gains and losses from foreign currency transactions are recognized as other income (expense), net.

Income taxes

We account for income taxes using an asset and liability approach which requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the financial statements or tax returns. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. If necessary, the measurement of deferred tax assets is reduced by the amount of any tax benefits that are not expected to be realized based on available evidence. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

Net income per share

Basic net income per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2016 was based on the weighted average number of common shares outstanding for the period. The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date. The weighted average number of common shares outstanding for basic and diluted earnings per share for the years ended December 31, 2014 was based on the number of shares of PayPal common stock outstanding on the distribution date. On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Diluted net income per share is computed by dividing net income for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding for the period. The dilutive effect of outstanding options and equity incentive awards is reflected in diluted net income per share by application of the treasury stock method. The calculation of diluted net income per share excludes all anti-dilutive common shares. The same number of shares was used to calculate diluted earnings per share for the year ended December 31, 2014 since the 1.2 billion shares that were distributed on the distribution date were not outstanding for those periods.

RECENT ACCOUNTING PRONOUNCEMENTS

In 2014, the Financial Accounting Standards Board ("FASB") issued new accounting guidance related to revenue recognition. This new standard will replace all current GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue

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recognition guidance provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. In 2015, the FASB deferred the effective date to fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. In 2016, the FASB updated the guidance for reporting revenue gross versus net to improve the implementation guidance on principal versus agent considerations, and for identifying performance obligations and the accounting of intellectual property licenses. In addition, the FASB introduced practical expedients and made narrow scope improvements to the new accounting guidance. We have evaluated the impact of this new standard and have concluded that our financial statements will not be materially impacted upon adoption. We will adopt the guidance on January 1, 2018. Either of the following transition methods is permitted: (i) a full retrospective approach reflecting the application of the new standard in each prior reporting period, or (ii) a modified retrospective approach with a cumulative-effect adjustment to the opening balance of retained earnings in the year the new standard is first applied. We are continuing to evaluate the approach we will use when transitioning to this new guidance.

In 2016, the FASB issued new accounting guidance related to the classification and measurement of financial instruments. This new standard makes limited amendments to the guidance in GAAP by requiring equity investments to be measured at fair value with changes in fair value recognized in net income. This new standard also amends the presentation of certain fair value changes for financial liabilities measured at fair value and it also amends certain disclosure requirements associated with the fair value of financial instruments. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted in limited situations. We are required to apply the new guidance on a modified retrospective basis to all outstanding instruments, with a cumulative effect adjustment as of the date of adoption. Based on our current portfolio of cost method investments, the adoption of this standard is not expected to have a material impact on our financial statements.

In 2016, the FASB issued new accounting guidance related to accounting for leases, which will require lessees to recognize lease assets and lease liabilities on the balance sheet for the rights and obligations created by all leases with terms greater than twelve months. As we are not a lessor, other changes in the standard applicable to lessors do not apply. The standard is effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. We are required to adopt the guidance using a modified retrospective basis and can elect to apply optional practical expedients. We are evaluating the impact and approach to adopting this new accounting guidance on our financial statements.

In 2016, the FASB issued new accounting guidance to simplify the analysis for embedded derivatives. The new guidance clarifies that when assessing whether a contingent call or put option qualifies as a separate derivative from the host contract (e.g., the debt instrument), the nature of the exercise contingency would be excluded from the assessment. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016, with early adoption permitted. We are required to apply the new guidance on a modified retrospective basis to all existing debt instruments as of the beginning of the fiscal year for which the amendments are effective. The adoption of this standard is not expected to have a material impact on our financial statements.

In 2016, the FASB issued new accounting guidance on investments that qualify for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence. The new guidance eliminates the requirement for retrospective adjustment of the investment, results of operations and retained earnings as if the equity method had been in effect during all the previous periods that the investment had been held. Instead, under the new guidance, the cost of acquiring the additional interest in the investee would be added to the current basis of the previously held interest and equity method accounting would be adopted as of the date the investment becomes qualified for equity method accounting. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016, with early adoption permitted. The guidance should be applied prospectively after adoption. The adoption of this standard is not expected to have a material impact on our financial statements.

In 2016, the FASB issued new guidance on the accounting for share-based payment compensation. The new guidance makes amendments to the following areas: accounting for income taxes upon vesting or settlement of awards, presentation of excess tax benefits or tax deficiencies on the statement of cash flows, accounting for forfeitures, minimum statutory withholding requirements and presentation of employee taxes paid on the statement of cash flows when an employer withholds shares to meet minimum statutory withholding requirements. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016 with early adoption permitted. We will adopt the new guidance effective January 1, 2017. As a result of the adoption, stock-based compensation ("SBC") excess tax benefits or tax deficiencies will be reflected in the consolidated statement of income within the provision for income taxes rather than in the consolidated balance sheet within additional paid-in capital. This change will be applied prospectively. The amount of the impact to the provision for income taxes will depend on the difference between the market value of share-based awards at vesting or settlement and the grant date fair value recognized through SBC. Additionally, we will present the cash flows related to the applicable SBC excess tax

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benefits or tax deficiencies in operating activities along with other income tax cash flows rather than in financing activities on a prospective basis. Finally, we will continue to utilize an estimate of forfeitures as our approach when determining SBC. The remaining amendments are not expected to have a material impact on our financial statements.

In 2016, the FASB issued new guidance on the measurement of credit losses on financial instruments. Credit losses on loans, trade and other receivables, held-to-maturity debt securities and other instruments will reflect our current estimate of the expected credit losses (CECL). CECL requires loss estimates for the remaining estimated life of the financial instrument using historical experience, current conditions, and reasonable and supportable forecasts. Generally we expect that CECL will result in the earlier recognition of allowances for losses compared to the current approach of estimating probable incurred losses. Credit losses on available-for-sale debt securities with unrealized losses will be recognized as allowances for credit losses limited to the amount by which fair value is below amortized cost. Additional disclosures will be required, including information used to track credit quality by year of origination for most financing receivables. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. We are required to apply the standard's provisions as a cumulative effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted with impairment of available-for-sale debt securities applied prospectively after adoption. We are evaluating the impact and approach to adopting this new accounting guidance on our financial statements.

In 2016, the FASB issued new guidance on classifying certain cash receipts and cash payments on the statement of cash flows. The new guidance addresses the classification of cash flows related to: debt prepayment or extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance, including bank-owned life insurance, distributions received from equity method investees and beneficial interests in securitization transactions. The guidance also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The guidance should be applied retrospectively after adoption. The adoption of this standard is not expected to have a material impact on our financial statements.

In 2016, the FASB issued new guidance on the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. The new guidance requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, with early adoption permitted in the first interim period. A modified retrospective basis of application of the new guidance is required. We intend to adopt the new guidance effective January 1, 2017. As a result of the adoption, we will record a decrease of approximately \$42 million in retained earnings as of the beginning of the period of adoption, with a corresponding decrease in prepaid taxes related to the unamortized tax expense attributed to intra-entity transfers of assets (other than inventory) previously deferred. Upon adoption, when any new intra-entity transfer of assets other than inventory occurs, we will recognize the income tax consequences associated with this activity in the consolidated statement of income in the period when the transaction takes place.

In 2016, the FASB issued new guidance on restricted cash on the statement of cash flows. The new guidance requires the classification and presentation of changes in restricted cash and cash equivalents in the statement of cash flows. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning and ending balances shown on the statement of cash flows. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The guidance should be applied retrospectively after adoption. The adoption of this standard is not expected to have a material impact on our financial statements.

In 2017, the FASB issued new guidance to clarify the definition of a business to assist companies with evaluating whether transactions should be accounted for as acquisitions of assets or businesses. The new guidance requires a company to evaluate if substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of assets and activities is not a business. The guidance also requires a business to include at least one substantive process and narrows the definition of outputs by more closely aligning it with how outputs are described in the guidance for revenue from contracts with customers. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The guidance should be applied prospectively to any transactions occurring within the period of adoption. The adoption of this standard is not expected to have a material impact on our financial statements.

In 2017, the FASB issued new guidance to simplify the accounting for goodwill impairment. The guidance simplifies the measurement of goodwill impairment by removing step 2 of the goodwill impairment test, which requires the determination of the

Notes to Consolidated Financial Statements

fair value of individual assets and liabilities of a reporting unit. The new guidance requires goodwill impairment to be measured as the amount by which a reporting unit's carrying value exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments should be applied on a prospective basis. The new standard is effective for fiscal years beginning after December 15, 2019 with early adoption permitted for interim or annual goodwill impairment tests performed after January 1, 2017. We are evaluating the impact this new accounting guidance will have on our financial statements.

Note 2 — Net Income Per Share

The following table sets forth the computation of basic and diluted net income per share for the periods indicated:

	Year Ended December 31,		
	2016	2015 ⁽¹⁾	2014 ⁽²⁾
	(In millions, except per share amounts)		
Numerator:			
Net income	\$1,401	\$1,228	\$ 419
Denominator:			
Weighted average shares of common stock — basic	1,210	1,222	1,218
Dilutive effect of equity incentive awards	8	7	6
Weighted average shares of common stock — diluted	1,218	1,229	1,224
Net income per share:			
Basic	\$ 1.16	\$ 1.00	\$ 0.34
Diluted	\$ 1.15	\$ 1.00	\$ 0.34
Common stock equivalents excluded from income per diluted share because their effect would have been anti-dilutive	8	12	2

¹ The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

² Basic and diluted net income per share for the year ended December 31, 2014 was calculated using the number of common shares distributed on July 17, 2015.

Note 3 — Business Combinations

There were no acquisitions or divestitures completed in 2016 and 2014.

During 2015, we completed four acquisitions, reflecting 100% of the equity interests of the acquired companies, for an aggregate amount of \$1.4 billion. During 2016, we finalized the allocation of the purchase consideration for Xoom, Paydiant, CyActive and one other acquisition, which resulted in a \$10 million adjustment to goodwill primarily related to Xoom.

XOOM

We completed the acquisition of Xoom Corporation (“Xoom”) in November 2015 by acquiring all of the outstanding shares of Xoom for \$25 per share in cash. We acquired Xoom to offer a broader range of services to our global customer base, increase customer engagement and accelerate our entrance into the international remittances markets. The total purchase price of \$1.1 billion included cash consideration paid of approximately \$961 million, net of cash acquired of \$92 million, and the fair value of assumed unvested equity totaling \$7 million.

The following table summarizes the final allocation of the purchase consideration to the fair value of the assets acquired and liabilities assumed:

	(In millions)
Goodwill	\$ 645
Intangibles	217
Cash	92
Short-term investments	72
Accounts receivable	40
Other net liabilities	(6)
Total purchase consideration	\$1,060

Notes to Consolidated Financial Statements

The intangibles acquired consists primarily of partner relationships, technology, trade name and customer-related intangible assets, with an estimated useful life of 2 to 5 years. The excess of the purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill which is attributable to the workforce of Xoom and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes.

PAYDIANT

We completed the acquisition of Paydiant, Inc. ("Paydiant") in April 2015 for total consideration of approximately \$230 million, net of cash acquired. We acquired Paydiant to expand our capabilities in mobile payments. The allocation of purchase consideration resulted in approximately \$49 million of technology and customer-related intangible assets, net liabilities of approximately \$6 million, and initial goodwill of approximately \$187 million. We do not expect goodwill to be deductible for income tax purposes.

CYACTIVE

We completed the acquisition of CyActive Security, Ltd. ("CyActive") in April 2015 for total consideration of approximately \$43 million, net of cash acquired. We acquired CyActive to further enhance our information security capabilities. The allocation of purchase consideration resulted in approximately \$8 million of technology-related intangible assets, net liabilities of approximately \$2 million, and initial goodwill of approximately \$37 million. We do not expect goodwill to be deductible for income tax purposes.

We have included the financial results of these acquired businesses in our consolidated financial statements from their respective dates of acquisition. Revenues and expenses related to these acquisitions for the year ended December 31, 2015 were not material. Pro forma results of operations have not been presented because the effect of these acquisitions were not material to our financial results.

Note 4 — Goodwill and Intangible Assets

GOODWILL

The following table presents goodwill balances and adjustments to those balances for the years ended December 31, 2016 and 2015:

	December 31, 2014	Goodwill Acquired	Adjustments	December 31, 2015	Goodwill Acquired	Adjustments	December 31, 2016
				(In millions)			
Total goodwill	\$3,189	\$886	\$(6)	\$4,069	\$—	\$(10)	\$4,059

The adjustments to goodwill during 2016 relate to measurement period adjustments related primarily to our acquisition of Xoom. The goodwill acquired in 2015 was due primarily to the four acquisitions that we completed in 2015. The adjustments to goodwill during 2015 relate to foreign exchange rate translations.

INTANGIBLE ASSETS

The components of identifiable intangible assets are as follows:

	December 31, 2016				December 31, 2015			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)
	(In millions, except years)							
Intangible assets:								
Customer lists and user base	\$ 605	\$(542)	\$ 63	4	\$ 605	\$(501)	\$104	4
Marketing related	197	(190)	7	2	197	(150)	47	3
Developed technologies	245	(206)	39	3	245	(176)	69	3
All other	245	(143)	102	5	243	(105)	138	5
Intangible assets, net	\$1,292	\$(1,081)	\$ 211		\$1,290	\$(932)	\$358	

During the second and third quarters of 2015, eBay contributed intangible assets with a gross carrying amount of \$37 million and a net book value of \$18 million. All identifiable intangible assets are subject to amortization and no significant residual value is estimated for the intangible assets. Amortization expense for intangible assets was \$150 million, \$93 million and \$84 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Notes to Consolidated Financial Statements

Expected future intangible asset amortization as of December 31, 2016 is as follows (in millions):

Fiscal years:	
2017	\$103
2018	68
2019	23
2020	17
	\$ 211

Note 5 — Funds Receivable and Customer Accounts

The following table summarizes the assets underlying our funds receivable and customer accounts as of December 31, 2016 and December 31, 2015.

	As of December 31,	
	2016	2015
	(In millions)	
Cash and cash equivalents	\$ 4,319	\$ 5,245
Government and agency securities	5,625	4,305
Time deposits	522	830
Corporate debt securities	1,093	180
Funds receivable	2,804	1,701
Total funds receivable and customer accounts	\$14,363	\$12,261

At December 31, 2016 and December 31, 2015, the estimated fair value of our investments classified as available-for-sale included within funds receivable and customer accounts was as follows:

	December 31, 2016			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Government and agency securities	\$5,198	\$—	\$ (2)	\$ 5,196
Time deposits	522	—	—	522
Corporate debt securities	531	—	—	531
Total	\$6,251	\$—	\$ (2)	\$6,249

	December 31, 2015			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Government and agency securities	\$3,299	\$—	\$ (1)	\$3,298
Time deposits	830	—	—	830
Total	\$4,129	\$—	\$ (1)	\$4,128

We elect to account for certain investments within customer accounts, including foreign-currency denominated available-for-sale investments, under the fair value option. As a result, any gains and losses from fair value changes on such investments are recognized in other income (expense), net on the consolidated statement of income. Election of the fair value option allows us to significantly reduce the accounting asymmetry that would otherwise arise when recognizing the changes in the fair value of available-for-sale investments and the corresponding foreign exchange gains and losses relating to customer liabilities. At December 31, 2016 and 2015, the estimated fair value of our investments included within funds receivable and customer accounts under the fair value option was \$1.0 billion and \$1.2 billion, respectively. In the years ended December 31, 2016 and 2015, \$66 million and \$65 million of net losses from fair value changes, respectively, were recognized in other income (expense), net on the consolidated statement of income.

Notes to Consolidated Financial Statements

The aggregate fair value of investments in an unrealized loss position was \$4.1 billion as of December 31, 2016. The aggregate gross unrealized loss on our short-term and long-term investments was not material as of December 31, 2016. We believe the decline in value is due to temporary market conditions and expect to recover the entire amortized cost basis of these securities. We neither intend nor anticipate the need to sell these securities before recovery. We continue to monitor the performance of the investment portfolio and assess market and interest rate risk when evaluating whether other-than-temporary impairment exists.

As of December 31, 2016, we had no investments that have been in a continuous unrealized loss position for greater than 12 months. Amounts reclassified to earnings from unrealized gains and losses were not material for the years ended December 31, 2016 and 2015.

The estimated fair values of our investments classified as available-for-sale included within funds receivable and customer accounts by date of contractual maturity at December 31, 2016 were as follows:

	December 31, 2016
	(In millions)
One year or less	\$6,015
One year through two years	234
Total	\$6,249

Note 6 — Investments

At December 31, 2016 and 2015, the estimated fair value of our short-term and long-term investments classified as available for sale was as follows:

	December 31, 2016			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Short-term investments ⁽¹⁾ :				
Corporate debt securities	\$2,867	\$ 1	\$ (1)	\$2,867
Government and agency securities	32	—	—	32
Time deposits	122	—	—	122
Long-term investments:				
Corporate debt securities	1,473	1	(4)	1,470
Government and agency securities	10	—	—	10
Total⁽¹⁾	\$4,504	\$ 2	\$ (5)	\$4,501

⁽¹⁾ Excludes short-term restricted cash of \$17 million.

	December 31, 2015			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)			
Short-term investments ⁽¹⁾ :				
Corporate debt securities	\$2,000	\$—	\$ (2)	\$1,998
Time deposits	2	—	—	2
Long-term investments ⁽¹⁾ :				
Corporate debt securities	2,328	—	(14)	2,314
Total⁽¹⁾	\$4,330	\$—	\$ (16)	\$4,314

⁽¹⁾ Excludes short-term restricted cash of \$18 million and long-term restricted cash of \$8 million.

Notes to Consolidated Financial Statements

In the second quarter of 2016, we elected to account for foreign denominated available-for-sale investments held in our Luxembourg banking subsidiary under the fair value option. Election of the fair value option allows us to recognize any gains and losses from fair value changes on such investments in other income (expense), net on the consolidated statement of income to offset certain foreign exchange gains and losses on our foreign denominated customer liabilities. As of December 31, 2016, the estimated fair value of our investments included within short-term investments and long-term investments under the fair value option was \$356 million. In the year ended December 31, 2016, \$48 million of net losses from fair value changes was recognized in other income (expense), net on the consolidated statement of income.

We have short-term restricted cash that we intend to use to support our global sabbatical program. In addition, as of December 31, 2015, we had long-term restricted cash related to Xoom and required as collateral by payment processors and for licensing rules in India.

The aggregate fair value of short-term and long-term investments in an unrealized loss position was \$2.2 billion as of December 31, 2016. The aggregate gross unrealized loss on our short-term and long-term investments was \$5 million as of December 31, 2016. We believe the decline in value is due to temporary market conditions and expect to recover the entire amortized cost basis of the securities. We neither intend nor anticipate the need to sell these securities before recovery. We continue to monitor the performance of the investment portfolio and assess market and interest rate risk when evaluating whether other-than-temporary impairment exists.

We had no material short-term or long-term investments that have been in a continuous unrealized loss position for greater than 12 months as of December 31, 2016 and 2015. Amounts reclassified to earnings from unrealized gains and losses were not material for the years ended December 31, 2016 and 2015.

The estimated fair values of our short-term and long-term investments classified as available for sale by date of contractual maturity at December 31, 2016 were as follows:

	December 31, 2016 (In millions)
One year or less	\$3,021
One year through two years	715
Two years through three years	608
Three years through four years	89
Four years through five years	68
Total⁽¹⁾	\$4,501

⁽¹⁾ Excludes short-term restricted cash of \$17 million.

COST METHOD INVESTMENTS

We have made cost method investments which are reported in long-term investments on our consolidated balance sheet. As of December 31, 2016 and 2015, our cost method investments totaled \$50 million and \$26 million, respectively.

Note 7 — Fair Value Measurement of Financial Assets and Liabilities

Our financial assets and liabilities are valued using market prices on both active markets (Level 1) and less active markets (Level 2). Refer to "Note 1 — Overview and Summary of Significant Accounting Policies" for additional information on how Level 1 and Level 2 instrument valuations are obtained.

Notes to Consolidated Financial Statements

The following table summarizes our financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2016 and 2015:

Description	Balances at December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
(In millions)			
Assets:			
Cash and cash equivalents ⁽¹⁾	\$ 268	\$—	\$ 268
Short-term investments:			
Restricted Cash	17	17	—
Corporate debt securities	2,882	—	2,882
Government and agency securities	364	—	364
Time deposits	122	—	122
Total short-term investments	\$ 3,385	\$ 17	\$ 3,368
Funds receivable and customer accounts	7,420	—	7,420
Derivatives	223	—	223
Long-term investments:			
Corporate debt securities	1,479	—	1,479
Government and agency securities	10	—	10
Total long-term investments	1,489	—	1,489
Total financial assets	\$12,785	\$ 17	\$12,768
Liabilities:			
Derivatives	\$ 59	\$—	\$ 59

⁽¹⁾ Excludes cash of \$1.3 billion.

Description	Balances at December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
(In millions)			
Assets:			
Cash and cash equivalents ⁽¹⁾	\$ 406	\$—	\$ 406
Short-term investments:			
Restricted Cash	18	18	—
Corporate debt securities	1,998	—	1,998
Time deposits	2	—	2
Total short-term investments	2,018	18	2,000
Funds receivable and customer accounts	6,978	—	6,978
Derivatives	97	—	97
Long-term investments:			
Restricted Cash	8	8	—
Corporate debt securities	2,314	—	2,314
Total long-term investments	2,322	8	2,314
Total financial assets	\$11,821	\$26	\$11,795
Liabilities:			
Derivatives	\$ 25	\$—	\$ 25

⁽¹⁾ Excludes cash of \$987 million.

Notes to Consolidated Financial Statements

Our financial assets and liabilities are valued using market prices on both active markets (Level 1) and less active markets (Level 2). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets. Level 2 instrument valuations are obtained from readily available pricing sources for comparable instruments, identical instruments in less active markets, or models using market observable inputs.

The majority of our derivative instruments are valued using pricing models that take into account the contract terms as well as multiple inputs where applicable, such as currency rates, interest rate yield curves, option volatility and equity prices. Our derivative instruments are primarily short-term in nature, generally one month to one year in duration. Certain foreign currency contracts designated as cash flow hedges may have a duration of up to 18 months.

We did not have any transfers of financial instruments between valuation levels during the years ended December 31, 2016 and 2015. As of December 31, 2016, we did not have any assets or liabilities requiring measurement at fair value without observable market values that would require a high level of judgment to determine fair value (Level 3).

Cash and cash equivalents are short-term, highly liquid investments with original maturities of three months or less when purchased and are composed primarily of bank deposits, government and agency securities and commercial paper.

We elect to account for foreign currency denominated available-for-sale investments underlying funds receivable and customer accounts, short-term investments and long-term investments under the fair value option as further discussed in "Note 5—Funds Receivable and Customer Accounts" and "Note 6 — Investments."

Note 8 — Derivative Instruments

SUMMARY OF DERIVATIVE INSTRUMENTS

Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. Our derivatives expose us to credit risk to the extent that our counterparties may be unable to meet the terms of the arrangement. We seek to mitigate such risk by limiting our counterparties to, and by spreading the risk across, major financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored on an ongoing basis.

FOREIGN EXCHANGE CONTRACTS

We transact business in various foreign currencies and have significant international revenues as well as costs denominated in foreign currencies, which subjects us to foreign currency risk. We have a foreign currency exposure management program whereby we designate certain foreign currency exchange contracts, generally with maturities of 18 months or less, to reduce the volatility of cash flows primarily related to forecasted revenues and expenses denominated in foreign currencies. The objective of the foreign exchange contracts is to help mitigate the risk that the U.S. dollar-equivalent cash flows are adversely affected by changes in the applicable U.S. dollar/foreign currency exchange rate. These derivative instruments are designated as cash flow hedges and accordingly, the effective portion of the derivative's gain or loss is initially reported as a component of accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the same period the forecasted transaction affects earnings. The ineffective portion of the unrealized gains and losses on these contracts, if any, is recorded immediately in earnings. We evaluate the effectiveness of our foreign exchange contracts on a quarterly basis by comparing the change in the fair value of the derivative instruments with the change in the fair value of the forecasted cash flows of the hedged item. We do not use any foreign exchange contracts for trading or speculative purposes.

For our derivative instruments designated as cash flow hedges, the amounts recognized in earnings related to the ineffective portion were not material in each of the periods presented, and we did not exclude any component of the changes in fair value of the derivative instruments from the assessment of hedge effectiveness. During the years ended December 31, 2016, 2015 and 2014 we did not discontinue any cash flow hedges because it was probable that the original forecasted transaction would not occur and as such, did not reclassify any gains or losses to earnings. As of December 31, 2016, we estimated that \$123 million of net derivative gains related to our cash flow hedges included in accumulated other comprehensive income will be reclassified into earnings within the next 12 months.

We have an additional foreign currency exposure management program whereby we use foreign exchange contracts to offset the foreign exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. These contracts are not designated as hedging instruments and reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities. The foreign currency gains and losses on our assets and liabilities are recorded in "Other income (expense), net," which is offset by the gains and losses on the foreign exchange contracts.

Notes to Consolidated Financial Statements

FAIR VALUE OF DERIVATIVE CONTRACTS

The fair value of our outstanding derivative instruments as of December 31, 2016 and 2015 was as follows:

	Balance Sheet Location	As of December 31,	
		2016	2015
(In millions)			
Derivative Assets:			
Foreign exchange contracts designated as cash flow hedges	Other Current Assets	\$ 135	\$ 59
Foreign exchange contracts not designated as hedging instruments	Other Current Assets	88	38
Total derivative assets		\$ 223	\$ 97
Derivative Liabilities:			
Foreign exchange contracts designated as cash flow hedges	Other Current Liabilities	\$ 4	\$ 2
Foreign exchange contracts not designated as hedging instruments	Other Current Liabilities	55	23
Total derivative liabilities		\$ 59	\$ 25
Net fair value of derivative instruments		\$ 164	\$ 72

Under the master netting agreements with the respective counterparties to our foreign exchange contracts, subject to applicable requirements, we are allowed to net settle transactions of the same type with a single net amount payable by one party to the other. However, we have elected to present the derivative assets and derivative liabilities on a gross basis in our balance sheet. As of December 31, 2016, the potential effect of rights of setoff associated with our foreign exchange contracts would be an offset to both assets and liabilities by \$59 million, resulting in net derivative assets of \$164 million. We are not required to pledge, nor are we entitled to receive, cash collateral related to these derivative transactions.

EFFECT OF DERIVATIVE CONTRACTS ON ACCUMULATED OTHER COMPREHENSIVE INCOME

The following tables summarize the activity of derivative contracts that qualify for hedge accounting as of December 31, 2016 and December 31, 2015, and the impact of designated derivative instruments on accumulated other comprehensive income for the twelve months ended December 31, 2016 and 2015:

	December 31, 2015	Amount of gain recognized in other comprehensive income (effective portion)	Less: Amount of gain reclassified from accumulated other comprehensive income to net revenue (effective portion)	December 31, 2016
Foreign exchange contracts designated as cash flow hedges	\$ 57	\$ 193	\$ 119	\$ 131

	December 31, 2014	Amount of gain recognized in other comprehensive income (effective portion)	Less: Amount of gain reclassified from accumulated other comprehensive income to net revenue (effective portion)	December 31, 2015
Foreign exchange contracts designated as cash flow hedges	\$ 126	\$ 113	\$ 182	\$ 57

Notes to Consolidated Financial Statements

EFFECT OF DERIVATIVE CONTRACTS ON CONSOLIDATED STATEMENTS OF INCOME

The following table provides the location in the financial statements of the recognized gains or losses related to our derivative instruments:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Foreign exchange contracts designated as cash flow hedges recognized in net revenues	\$119	\$182	\$(36)
Foreign exchange contracts not designated as cash flow hedges recognized in other income (expense), net	76	17	(2)
Total gain (loss) recognized from derivative contracts in the consolidated statement of income	\$195	\$199	\$(38)

NOTIONAL AMOUNTS OF DERIVATIVE CONTRACTS

Derivative transactions are measured in terms of the notional amount, but this amount is not recorded on the balance sheet and is not, when viewed in isolation, a meaningful measure of the risk profile of the derivative instruments. The notional amount is generally not exchanged, but is used only as the underlying basis on which the value of foreign exchange payments under these contracts is determined. The following table provides the notional amounts of our outstanding derivatives:

	Year Ended December 31,	
	2016	2015
	(In millions)	
Foreign exchange contracts designated as cash flow hedges	\$1,865	\$1,688
Foreign exchange contracts not designated as hedging instruments	4,612	2,802
Total	\$6,477	\$4,490

Note 9 — Property and Equipment, Net

	As of December 31,	
	2016	2015
	(In millions)	
Property and equipment, net:		
Computer equipment and software	\$2,049	\$1,818
Internal use software and website development costs	1,372	1,150
Land and buildings	357	352
Leasehold improvements	335	297
Furniture and fixtures	119	99
Development in progress and other	268	133
Total property and equipment, gross	4,500	3,849
Accumulated depreciation	(3,018)	(2,505)
Total property and equipment, net	\$1,482	\$1,344

During the second and third quarters of 2015, eBay contributed property and equipment to us with a gross carrying amount of \$355 million and a net book value of \$224 million. Additionally, we sold certain property and equipment to eBay with a gross carrying amount of \$63 million and a net book value of \$15 million for proceeds of approximately \$26 million. The proceeds in excess of net book value were recorded as a contribution from eBay and resulted in an increase to net parent investment within stockholders' equity.

Depreciation expense was \$574 million in 2016, \$515 million in 2015 and \$432 million in 2014.

The net change in purchase of property and equipment included in accounts payable was \$35 million in 2016. The net change in purchase of property and equipment included in accounts payable was not material in 2015 and 2014.

Notes to Consolidated Financial Statements

Note 10 — Loans and Interest Receivable, Net

We offer credit products to consumers who choose PayPal Credit as their funding source at checkout and working capital advances to certain small and medium-sized PayPal merchants through our PayPal Working Capital product. In the U.S., we work with independent chartered financial institutions that extend credit to the consumer or merchant using our credit products. For our consumer credit products outside the U.S., we extend credit through our Luxembourg banking subsidiary. For our merchant credit products outside the U.S., we extend working capital advances in the U.K. through our Luxembourg banking subsidiary, and we extend working capital advances in Australia through an Australian subsidiary. We purchase the related receivables extended by an independent chartered financial institution in the U.S. and are responsible for servicing functions related to all our credit products. During the years ended December 31, 2016 and 2015, we purchased approximately \$8.4 billion and \$7.4 billion, respectively, in credit receivables. As part of the arrangement with an independent chartered financial institution in the U.S., we sell back a participation interest in the pool of consumer receivables outstanding under PayPal Credit consumer accounts. For this arrangement, gains or losses on the sale of the participation interest are not material as the carrying amount of the participation interest sold approximates the fair value at time of transfer. However, we have a separate arrangement with certain investors under which we sell to these investors a participation interest in certain consumer loans receivable that we purchased, where the consideration received exceeded the carrying amount of the participation interest sold which results in a gain reflected as net revenues in our consolidated financial statements. Loans, advances and interest and fees receivable are reported at their outstanding principal balances, net of any participation interest sold and pro-rata allowances, including unamortized deferred origination costs and estimated collectible interest and fees.

CONSUMER RECEIVABLES

As of December 31, 2016, the total outstanding balance in our pool of consumer receivables was \$5.1 billion, net of the participation interest sold to the independent chartered financial institution and other investors of \$1.0 billion. As of December 31, 2015, the total outstanding balance in our pool of consumer receivables was \$4.0 billion, net of the participation interest sold to the independent chartered financial institution and other investors of \$1.0 billion. The independent chartered financial institution and other investors have no recourse against us related to their participation interests for failure of debtors to pay when due. The participation interests held by the chartered financial institution and other investors have the same priority to the interests held by us and are subject to the same credit, prepayment, and interest rate risk associated with this pool of consumer receivables. All risks of loss are shared equally based on participation interests held amongst all participating stakeholders.

We use a consumer's FICO score, where available, among other measures, in evaluating the credit quality of our U.S. PayPal Credit consumer receivables. A FICO score is a type of credit score that lenders use to assess an applicant's credit risk and whether to extend credit. Individual FICO scores generally are obtained each quarter in which the U.S. consumer has an outstanding consumer receivable owned by PayPal Credit. The weighted average U.S. consumer FICO scores related to our loans and interest receivable balance outstanding at December 31, 2016 and December 31, 2015 were 682 and 686, respectively.

As of December 31, 2016 and December 31, 2015, approximately 52.1% and 53.6%, respectively, of the pool of U.S. consumer receivables and interest receivable balance was due from U.S. consumers with FICO scores greater than 680, which is generally considered "prime" by the consumer credit industry. As of December 31, 2016 and December 31, 2015, approximately 11.1% and 9.4%, respectively, of the pool of U.S. consumer receivables and interest receivable balance was due from U.S. customers with FICO scores below 599. As of December 31, 2016 and December 31, 2015, approximately 90.0% and 90.1%, respectively, of the portfolio of consumer receivables and interest receivable was current.

The following table presents the principal amount of U.S. consumer loans and interest receivable segmented by a FICO score range:

	As of December 31,	
	2016	2015
	(In millions)	
> 760	\$ 665	\$ 569
680-759	1,938	1,529
600-679	1,840	1,449
< 599	553	369
Total	\$4,996	\$3,916

The table above excludes certain outstanding consumer loans outside of the U.S., for which no FICO scores are available, with an outstanding balance of \$117 million and \$70 million at December 31, 2016 and 2015, respectively.

Notes to Consolidated Financial Statements

The following tables present the delinquency status of the principal amount of consumer loans and interest receivable. The amounts shown below are based on the number of days past the billing date to the consumer. Current represents balances that are within 30 days of the billing date.

December 31, 2016 (In millions)					
Current	30 - 59 Days	60 - 89 Days	90 - 180 Days	Total Past 30 days	Total
\$4,601	\$219	\$82	\$211	\$512	\$5,113

December 31, 2015 (In millions)					
Current	30 - 59 Days	60 - 89 Days	90 - 180 Days	Total Past 30 days	Total
\$3,593	\$172	\$66	\$155	\$393	\$3,986

We charge off consumer loan receivable balances in the month in which a customer balance becomes 180 days past the payment due date. Bankrupt accounts are charged off 60 days after receipt of notification of bankruptcy. Loans receivable past the payment due date continue to accrue interest until such time they are charged off. We record an allowance for loss against the interest and fees receivable.

The following table summarizes the activity in the allowance for consumer loans and interest receivable, net of participation interest sold for years ended December 31, 2016 and 2015:

	December 31, 2016			December 31, 2015		
	Consumer Loans Receivable	Interest Receivable	Total Allowance	Consumer Loans Receivable	Interest Receivable	Total Allowance
	(In millions)					
Beginning Balance	\$ 179	\$ 32	\$ 211	\$ 158	\$ 30	\$ 188
Reclassification from loans receivable to loans held for sale	—	—	—	(22)	—	(22)
Provisions	388	116	504	270	86	356
Charge-offs	(330)	(108)	(438)	(251)	(84)	(335)
Recoveries	28	—	28	24	—	24
Ending Balance	\$ 265	\$ 40	\$ 305	\$ 179	\$ 32	\$ 211

The table above excludes receivables from other consumer credit products of \$16 million and \$8 million at December 31, 2016 and 2015, respectively, and allowances of \$3 million and \$1 million at December 31, 2016 and 2015, respectively.

The provision for loan losses relating to our consumer loans receivable portfolio is recognized in transaction and loan losses and the provision for interest receivable on the interest and fees earned on our consumer loans receivable portfolio is recognized in net revenues from other value added services as a reduction in revenue.

MERCHANT RECEIVABLES

We offer credit products to certain existing small and medium-sized merchants through our PayPal Working Capital product. We closely monitor credit quality for all working capital advances that we extend or purchase through that product to manage and evaluate our related exposure to credit risk. To assess a merchant seeking a PayPal Working Capital advance, we use, among other indicators, a risk model that we have internally developed that we refer to as our PayPal Working Capital Risk Model ("PRM"), as a credit quality indicator to help predict the merchant's ability to repay the principal balance and fixed fee related to the working capital advance. The PRM uses multiple variables as predictors of the merchant's ability to repay a working capital advance. Drivers of the model include the merchant's annual payment volume and payment processing history with PayPal, prior repayment history with the PayPal Working Capital product, and other measures. Merchants are assigned a PRM credit score within the range of 350 to 750. We generally consider scores above 610 to be very good and to pose limited credit risk. We generally expect that merchants to which we extend a working capital advance will have PRM scores greater than 525. We assess a participating merchant's PRM score on a recurring basis for all outstanding working capital advances owned by PayPal. At December 31, 2016 and 2015, the weighted average PRM score related to our PayPal Working Capital balances outstanding was 625 and 630, respectively.

Notes to Consolidated Financial Statements

The following table presents the principal amount of PayPal Working Capital advances and fees receivable segmented by our internal PRM score range:

	As of December 31,	
	2016	2015
	(In millions)	
> 610	\$378	\$291
526-609	108	85
<525	72	45
Total	\$558	\$421

Through our PayPal Working Capital product, merchants can borrow a certain percentage of their annual payment volume processed by PayPal and are charged a fixed fee for the advance, which approximates an Annual Percentage Rate (“APR”) based on the overall credit assessment of the merchant. Advances are repaid through a fixed percentage of the merchant’s future payment volume that PayPal processes. The fee is fixed at the time the advance is extended and we estimate the repayment period based on PayPal’s payment processing history with the merchant. There is no stated interest rate and there is a general requirement that at least 10% of the original amount advanced plus the fixed fee must be repaid every 90 days. We generally calculate the repayment rate of the merchant’s future payment volume so that repayment of the advance and fixed fee is expected to occur within 9 to 12 months from the date of the advance. On a regular basis, we recalculate the repayment period based on the repayment activity on the receivable. As such, actual repayment periods are dependent on actual payment processing volumes. We monitor receivables with repayment periods greater than the original expected repayment period. We charge off the receivable when the updated repayment period is 180 days past the original expected repayment period and the merchant has not made a payment in the last 60 days. We also charge off the receivable when the updated repayment period is 360 days past the original expected repayment period regardless of whether or not the merchant has made a payment within the last 60 days.

The following tables present our estimate of the principal amount of PayPal Working Capital advances and fees receivable past their original expected repayment period. In the second quarter of 2016, we refined our estimate of the original expected repayment period to take into account the variability in repayment patterns. Prior period amounts have been updated to reflect this change.

Within Original Expected Repayment Period	December 31, 2016 (In millions)				Total Past Original Expected Repayment Period	Total
	30 - 59 Days Greater	60 - 89 Days Greater	90 - 180 Days Greater	180+ Days		
\$462	\$35	\$19	\$30	\$12	\$96	\$558

Within Original Expected Repayment Period	December 31, 2015 (In millions)				Total Past Original Expected Repayment Period	Total
	30 - 59 Days Greater	60 - 89 Days Greater	90 - 180 Days Greater	180+ Days		
\$367	\$24	\$13	\$15	\$2	\$54	\$421

Notes to Consolidated Financial Statements

The following table summarizes the activity in the allowance for PayPal Working Capital advances and fees receivable, for the years ended December 31, 2016 and 2015:

	December 31, 2016			December 31, 2015		
	PayPal Working Capital Advances	Fees Receivable	Total Allowance	PayPal Working Capital Advances	Fees Receivable	Total Allowance
	(In millions)					
Beginning Balance	\$ 19	\$ 3	\$ 22	\$ 5	\$ 2	\$ 7
Provisions	45	6	51	28	1	29
Charge-offs	(41)	(6)	(47)	(16)	—	(16)
Recoveries	5	—	5	2	—	2
Ending Balance	\$ 28	\$ 3	\$ 31	\$ 19	\$ 3	\$ 22

The provision for loan losses relating to our PayPal Working Capital advances is recognized in transaction and loan losses and the provision for fees receivable is recognized in deferred revenues in our consolidated balance sheet as a reduction in deferred revenue.

Note 11 — Segment and Geographical Information

We determine operating segments based on how our chief operating decision maker manages the business, including making operating decisions, deciding how to allocate resources and evaluating operating performance. Our chief operating decision-maker is our Chief Executive Officer who reviews our operating results on a consolidated basis. We operate in one segment and have one reportable segment.

The following tables summarize the allocation of net revenues and long-lived assets based on geography:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Net revenues:			
U.S.	\$ 5,760	\$ 4,640	\$ 3,877
U.K.	1,257	1,191	1,155
Other countries	3,825	3,417	2,993
Total net revenues	\$10,842	\$9,248	\$8,025
	As of December 31,		
	2016	2015	
	(In millions)		
Long-lived assets:			
U.S.	\$ 1,391	\$ 1,256	
Other countries	91	88	
Total long-lived assets	\$1,482	\$1,344	

Net revenues earned from transaction revenues are attributed to U.S., U.K. and other countries primarily based upon the country in which the merchant is located, or in the case of a cross-border transaction, may be earned from the country in which the consumer and the merchant respectively reside. Net revenues earned from value added services are typically attributed to the country in which either the customer or partner reside. Tangible long-lived assets for the years ended December 31, 2016 and 2015 consisted of property and equipment. Long-lived assets attributed to the U.S. and other countries are based upon the country in which the asset is located or owned.

Notes to Consolidated Financial Statements

Information regarding net revenues by major products and services for the years ended December 31, 2016, 2015 and 2014 was as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Transaction revenues	\$ 9,490	\$ 8,128	\$ 7,107
Other value added services:	1,352	1,120	918
Total net revenues	\$10,842	\$9,248	\$8,025

Note 12 — Commitments and Contingencies

COMMITMENTS

As of December 31, 2016, approximately \$28.8 billion of unused credit was available to PayPal Credit account holders compared to \$24.8 billion of unused credit as of December 31, 2015. While this amount represents the total unused credit available, we have not experienced, and do not anticipate, that all of our PayPal Credit account holders will access their entire available credit at any given point in time. In addition, the individual lines of credit that make up this unused credit are subject to periodic review and termination by the chartered financial institution that is the issuer of PayPal Credit products based on, among other things, account usage and customer creditworthiness. When a consumer funds a purchase in the U.S. using a PayPal Credit product issued by a chartered financial institution, the chartered financial institution extends credit to the consumer, funds the extension of credit at the point of sale and advances funds to the merchant. We subsequently purchase the receivables related to the consumer loans extended by the chartered financial institution and, as a result of such purchase, bear the risk of loss in the event of loan defaults. Although the chartered financial institution continues to own each customer account, we own the related receivable (excluding participation interests sold) and are responsible for all servicing functions related to the account.

In the third quarter of 2015, we entered into a credit agreement ("Credit Agreement") that provides for an unsecured \$2.0 billion, five-year revolving credit facility that includes a \$150 million letter of credit sub-facility and a \$150 million swingline sub-facility, with available borrowings under the revolving credit facility reduced by the amount of any letters of credit and swingline borrowings outstanding. Borrowings and other amounts payable under the Credit Agreement are guaranteed by PayPal, Inc. (the "Guarantor"). We may also, subject to the agreement of the applicable lenders, increase the commitments under the revolving credit facility by up to \$500 million. Subject to specified conditions, we may designate one or more of our subsidiaries as additional borrowers under the Credit Agreement provided that we and the Guarantor guarantee all borrowings and other obligations of any such subsidiaries under the Credit Agreement. As of December 31, 2016, no subsidiaries were designated as additional borrowers. Funds borrowed under the Credit Agreement may be used for working capital, capital expenditures, acquisitions and other general corporate purposes. As of December 31, 2016, no borrowings or letters of credit were outstanding under the Credit Agreement. Accordingly, at December 31, 2016, \$2.0 billion of borrowing capacity was available for the purposes permitted by the Credit Agreement subject to customary conditions to borrowing.

LEASE ARRANGEMENTS

We have lease obligations under certain non-cancelable operating leases. Our non-cancelable operating lease agreements typically have terms between 3-10 years and generally contain multi-year renewal options. We recognize rent expense under such agreements on a straight-line basis.

Future minimum rental payments under non-cancelable operating leases at December 31, 2016, are as follows:

	Operating Leases
	(In millions)
2017	\$102
2018	106
2019	93
2020	63
2021	47
Thereafter	141
Total minimum lease payments	\$552

Rent expense for the years ended December 31, 2016, 2015 and 2014 totaled \$76 million, \$59 million and \$43 million, respectively. The future minimum lease payments include the minimum commitments for our facilities.

Notes to Consolidated Financial Statements

LITIGATION AND REGULATORY MATTERS

Overview

We are involved in legal and regulatory proceedings on an ongoing basis. Many of these proceedings are in early stages, and may seek an indeterminate amount of damages. If we believe that a loss arising from such matters is probable and can be reasonably estimated, we accrue the estimated liability in our financial statements. If only a range of estimated losses can be determined, we accrue an amount within the range that, in our judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, we accrue at the low end of the range. For those proceedings in which an unfavorable outcome is reasonably possible but not probable, we have disclosed an estimate of the reasonably possible loss or range of losses or we have concluded that an estimate of the reasonably possible loss or range of losses arising directly from the proceeding (i.e., monetary damages or amounts paid in judgment or settlement) are not material. If we cannot estimate the probable or reasonably possible loss or range of losses arising from a legal proceeding, we have disclosed that fact. In assessing the materiality of a legal proceeding, we evaluate, among other factors, the amount of monetary damages claimed, as well as the potential impact of non-monetary remedies sought by plaintiffs (e.g., injunctive relief) that may require us to change our business practices in a manner that could have a material adverse impact on our business. With respect to the matters disclosed in this Note 12, we are unable to estimate the possible loss or range of losses that could potentially result from the application of such non-monetary remedies.

Amounts accrued for legal and regulatory proceedings for which we believe a loss is probable were not material for the year ended December 31, 2016. Except as otherwise noted for the proceedings described in this Note 12, we have concluded, based on currently available information, that reasonably possible losses arising directly from these proceedings (i.e., monetary damages or amounts paid in judgment or settlement) in excess of our recorded accruals are also not material. However, legal and regulatory proceedings are inherently unpredictable and subject to significant uncertainties. If one or more matters were resolved against us in a reporting period for amounts in excess of management's expectations, the impact on our operating results or financial condition for that reporting period could be material.

Regulatory Proceedings

We are subject to U.S. economic and trade sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"). We have self-reported to OFAC certain transactions that were inadvertently processed but subsequently identified as possible violations of U.S. economic and trade sanctions. In March 2015, we reached a settlement with OFAC regarding possible violations arising from our sanctions compliance practices between 2009 and 2013, prior to the implementation of our real-time transaction scanning program. Subsequently, we have self-reported additional transactions as possible violations, and we have received new subpoenas from OFAC seeking additional information about certain of these transactions. Such self-reported transactions could result in claims or actions against us, including litigation, injunctions, damage awards, fines or penalties, or require us to change our business practices in a manner that could result in a material loss, require significant management time, result in the diversion of significant operational resources or otherwise harm our business.

On March 28, 2016, we received a Civil Investigative Demand ("CID") from the Federal Trade Commission ("FTC") as part of its investigation to determine whether we, through our Venmo service, have been or are engaged in deceptive or unfair practices in violation of the Federal Trade Commission Act. The CID requests the production of documents and answers to written questions related to our Venmo service. We are cooperating with the FTC in connection with the CID. The CID could lead to an enforcement action and/or one or more consent orders, which may result in substantial costs, including legal fees, fines, penalties, and remediation expenses and actions, and could require us to change the manner in which we operate Venmo.

Legal Proceedings

On December 28, 2016, a putative securities class action captioned *Cho v. PayPal Holdings, Inc., et al.*, Case No. 3:16-cv-07371, was filed in the U.S. District Court for the Northern District of California (the "Securities Case"). The Securities Case asserts claims allegedly relating to our disclosure in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, that on March 28, 2016, we received a Civil Investigative Demand from the FTC as part of its investigation to determine whether we, through our Venmo service, have been or are engaged in deceptive or unfair practices in violation of the Federal Trade Commission Act. The Securities Case purports to be brought on behalf of purchasers of eBay's stock on or after December 19, 2013 who subsequently received the Company's stock pursuant to eBay's spin-off of the Company, effective as of July 17, 2015, and/or purchasers of the Company's stock between July 20, 2015 and April 28, 2016, and asserts claims for violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") against the Company, its Chief Executive Officer, Chief Financial Officer, and former interim Chief Financial Officer, and eBay and certain of its former officers, including the Chairman of our Board of Directors. The Securities Case alleges that defendants made materially false and misleading statements or omissions regarding our compliance with applicable laws and regulations, including the failure to disclose that we were purportedly engaging in unfair trade practices through our Venmo service and that as a result of alleged false and misleading statements or omissions, our stock traded at artificially inflated prices. The Securities Case seeks unspecified compensatory damages on behalf of the putative class members. We believe the claims and allegations in the Securities Case are without merit and intend to defend the action vigorously.

Notes to Consolidated Financial Statements

On January 12, 2017, a putative shareholder derivative action captioned *Silverman v. Schulman, et al.*, Case No. 5:17-cv-00162, was filed in the U.S. District Court for the Northern District of California based on substantially similar allegations underlying the Securities Case described above (the “Derivative Case”). The Derivative Case is purportedly brought on behalf of the Company and alleges that the Company’s Chief Executive Officer, Chief Financial Officer, former interim Chief Financial Officer, and members of its Board of Directors breached their fiduciary duties to the Company, violated Section 14(a) of the Exchange Act, and were unjustly enriched by, among other things, causing or permitting the Company to issue materially false and misleading statements or omissions regarding the Company’s compliance with applicable laws and regulation with respect to its Venmo service, as alleged in the Securities Case, and by permitting or causing the Company to engage in unfair trade practices through its Venmo service. The Derivative Case seeks, among other things, to recover unspecified compensatory damages on behalf of the Company arising out of the individual defendants’ alleged wrongful conduct. Although plaintiff in this action does not seek relief against the Company, we have certain indemnification obligations to the individual defendants.

We have received subpoenas from the U.S. Department of Justice (“DOJ”) seeking the production of certain information related to our historical anti-money laundering program. We are cooperating with the DOJ in providing information in response to the subpoenas. We are unable to predict the outcome of the government’s investigation.

General Matters

Other third parties have from time to time claimed, and others may claim in the future, that we have infringed their intellectual property rights. We are subject to patent disputes, and expect that we will increasingly be subject to additional patent infringement claims involving various aspects of our business as our products and services continue to expand in scope and complexity. Such claims may be brought directly or indirectly against our companies and/or against our customers (who may be entitled to contractual indemnification under their contracts with us), and we are subject to increased exposure to such claims as a result of our acquisitions, particularly in cases where we are entering into new lines of business in connection with such acquisitions. We have in the past been forced to litigate such claims, and we believe that additional lawsuits alleging such claims will be filed against us. Intellectual property claims, whether meritorious or not, are time consuming and costly to defend and resolve, could require expensive changes in our methods of doing business or could require us to enter into costly royalty or licensing agreements on unfavorable terms or make substantial payments to settle claims or to satisfy damages awarded by courts.

From time to time, we are involved in other disputes or regulatory inquiries that arise in the ordinary course of business, including suits by our customers (individually or as class actions) alleging, among other things, improper disclosure of our prices, rules or policies, that our practices, prices, rules, policies or customer/user agreements violate applicable law or that we have acted unfairly and/or not acted in conformity with such prices, rules, policies or agreements. In addition to these types of disputes and regulatory inquiries, our operations are also subject to regulatory and/or legal review and/or challenges that tend to reflect the increasing global regulatory focus to which the payments industry is subject and, when taken as a whole with other regulatory and legislative action, such actions could result in the imposition of costly new compliance burdens on our business and customers and may lead to increased costs and decreased transaction volume and revenue. Further, the number and significance of these disputes and inquiries are increasing as our Company has grown larger, our business has expanded in scope (both in terms of the range of products and services that we offer and our geographical operations) and our products and services have increased in complexity. Any claims or regulatory actions against us, whether meritorious or not, could be time consuming, result in costly litigation, settlement payments, damage awards (including statutory damages for certain causes of action in certain jurisdictions), fines, penalties, injunctive relief or increased costs of doing business through adverse judgment or settlement, require us to change our business practices in expensive ways, require significant amounts of management time, result in the diversion of significant operational resources or otherwise harm our business.

INDEMNIFICATION PROVISIONS

We entered into a separation and distribution agreement and various other agreements with eBay to govern the separation and relationship of the two companies going forward. These agreements provide for specific indemnity and liability obligations and could lead to disputes between us and eBay, which may be significant. In addition, the indemnity rights we have against eBay under the agreements may not be sufficient to protect us and our indemnity obligations to eBay may be significant.

In the ordinary course of business, we include limited indemnification provisions in certain of our agreements with parties with whom we have commercial relationships, including our standard marketing, promotions, and application-programming-interface license (API) agreements. Under these contracts, we generally indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with claims by any third-party with respect to our domain names, trademarks, logos, and other branding elements to the extent that such marks are related to the subject agreement. In a limited number of agreements, we have provided an indemnity for other types of third-party claims, which are indemnities mainly related to intellectual property rights. We have also provided an indemnity to our payments processors in the event of certain third-party claims or card association fines against the processor arising out of conduct by us or our customers. It

Notes to Consolidated Financial Statements

is not possible to determine the maximum potential loss under these indemnification provisions due to our limited history of prior indemnification claims and the unique facts and circumstances involved in each particular situation. To date, no significant costs have been incurred, either individually or collectively, in connection with our indemnification provisions.

OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2016 and 2015, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

PROTECTION PROGRAMS

We provide merchants and consumers with protection programs on substantially all transactions completed through our Payments Platform, except for transactions using our gateway and Paydiant products. These programs protect both merchants and consumers from loss primarily due to fraud and counterparty performance. Our Buyer Protection Program provides protection to consumers for qualifying purchases by reimbursing the consumer for the full amount of the purchase if a purchased item does not arrive or does not match the seller's description. Our Seller Protection Programs provide protection to merchants against claims that a transaction was not authorized by the buyer or claims that an item was not received by covering the seller for the full amount of the payment on eligible sales.

The maximum potential exposure under our protection programs is estimated to be the portion of total eligible transaction volume (TPV) for which buyer or seller protection claims may be raised under our existing user agreements. Since eligible transactions are typically completed in a period significantly shorter than the period under which disputes may be opened, and based on our historical losses to date, we do not believe that the maximum potential exposure is representative of our actual potential exposure. The actual amount of potential exposure cannot be quantified as we are unable to determine total eligible transactions where performance by a merchant or customer is incomplete or completed transactions that may result in a claim under our protection programs. We record a liability with respect to losses under these protection programs when they are probable and the amount can be reasonably estimated.

The following table provides management's estimate of the maximum potential exposure related to our protection programs as of December 31, 2016 and December 31, 2015:

	As of December 31,	
	2016	2015
	(In millions)	
Maximum potential exposure	\$131,739	\$109,496

The following table provides the amount of allowance for transaction losses related to our protection programs as of December 31, 2016 and December 31, 2015:

	As of December 31,	
	2016	2015
	(In millions)	
Allowance for transaction losses	\$222	\$185

Note 13 — Related Party Transactions

As of December 31, 2016, there were no material amounts payable to or amounts receivable from related parties. All contracts with related parties are at rates and terms that we believe are comparable with those that could be entered into with independent third parties. For all periods subsequent to the distribution, there were no material related party transactions.

Prior to the distribution, our business comprised the Payments segment of eBay and thus our transactions with eBay were considered related party transactions. In connection with the separation, we entered into a separation and distribution agreement as well as various other agreements that govern our relationships with eBay going forward, including an operating agreement, transition services agreement, tax matters agreement, employee matters agreement, intellectual property matters agreement and colocation services agreements. Information included in this Note 13 with respect to eBay is strictly limited to our related party transactions with eBay prior to the separation (i.e., periods up to July 17, 2015). Following separation, transactions with eBay represent third-party transactions on an arms-length basis.

Notes to Consolidated Financial Statements

We earned net revenues of \$59 million and \$113 million from eBay and its subsidiaries during the years ended December 31, 2015 and 2014, respectively. Prior to the distribution, we recovered certain amounts from eBay related to customer protection programs offered on eligible eBay purchases made with PayPal. These costs included the actual transaction losses associated with customer-filed claims as well as an allocation of salary-related expenses for our customer support teams working on customer claims and disputes related to eligible eBay purchases. Recoveries associated with transaction losses incurred on eligible eBay purchases during the years ended December 31, 2015 and 2014 were \$27 million and \$43 million, respectively, which were recorded as a reduction to transaction and loan loss. Other costs recovered from eBay related to the customer protection programs during the years ended December 31, 2015 and 2014 were \$12 million and \$22 million, respectively, and were included as a reduction to customer support and operations and general and administrative expenses in our consolidated statement of income. Following the distribution, eBay's customer protection programs are no longer administered by us, and therefore these costs are no longer reimbursed by eBay.

Prior to the distribution, we incurred user acquisition fees from eBay on payment volume which we processed from purchases made on eBay's platform. User acquisition fees during the years ended December 31, 2015 and 2014 were \$64 million and \$119 million, respectively. Following the distribution, pursuant to the operating agreement, we incur referral services fees from eBay based on a fixed rate per new user.

Prior to the distribution, these consolidated financial statements include expenses associated with workplace resources and information technology that were previously allocated to the Payments segment of eBay, and additional expenses related to certain corporate functions, including senior management, legal, human resources and finance. These expenses also include allocations related to share based compensation. These expenses allocated to us by eBay are based on direct usage or benefit where identifiable, with the remainder allocated on a pro rata basis of revenue, headcount, or other systematic measure. We consider the expense allocation methodology and results to be reasonable for all periods presented. The corporate costs and allocation of expenses to us from eBay included within customer support and operations, sales and marketing, product development, and general and administrative expenses were \$303 million and \$443 million for the years ended December 31, 2015 and 2014, respectively.

In the second and third quarter of 2015, pursuant to the Separation and Distribution Agreement between eBay and us, eBay transferred substantially all of the assets and liabilities and operations of eBay's payments business to PayPal, which was completed in June 2015 (the "capitalization"). As part of the capitalization, we received from eBay a contribution of cash of approximately \$3.8 billion, as well as a related estimated deferred tax liability of \$236 million associated with the foreign earnings that are not considered indefinitely reinvested. In the fourth quarter of 2015, we reassessed the measurement of the deferred tax liability and, based on updated valuation information, reduced the deferred tax liability balance to \$172 million as of December 31, 2015. The adjustment to deferred tax liability was recorded as a contribution from eBay and resulted in an increase to net parent investment within stockholders' equity. During the second and third quarter of 2015, eBay also contributed property and equipment with a net book value of approximately \$224 million and intangible assets with a net book value of approximately \$18 million. Additionally, we sold certain property and equipment to eBay with a gross carrying amount of \$63 million and a net book value of \$15 million for proceeds of approximately \$26 million. The proceeds in excess of net book value were recorded as a contribution from eBay and resulted in an increase to net parent investment within stockholders' equity.

Note 14 — Stock Repurchase Program

In January 2016, our Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$2 billion of our common stock, with no expiration from the date of authorization. This stock repurchase program is intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, may also be used to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase program may be made through open market transactions, block trades, privately negotiated transactions or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives. However, any stock repurchases are subject to market conditions and other uncertainties and we cannot predict if or when any stock repurchases will be made. Moreover, we may terminate our stock repurchase program at any time without notice.

Notes to Consolidated Financial Statements

The stock repurchase activity under our stock repurchase program during the year ended December 31, 2016 is summarized as follows:

	Shares Repurchased	Average Price Paid per Share ⁽¹⁾	Value of Shares Repurchased	Remaining Amount Authorized
	(In millions, except per share amounts)			
Authorization of plan in January 2016				\$2,000
Repurchases of shares of common stock for three months ended:				
March 31, 2016	16.9	\$ 35.27	\$ 596	\$ 1,404
June 30, 2016	7.8	\$ 38.67	\$ 300	\$ 1,104
September 30, 2016	1.3	\$ 36.80	\$ 49	\$ 1,055
December 31, 2016	1.3	\$ 38.92	\$ 50	\$ 1,005
Balance as of December 31, 2016	27.3		\$ 995	\$ 1,005

⁽¹⁾ Average price paid per share includes broker commissions.

These repurchased shares of common stock were recorded as treasury stock and were accounted for under the cost method. No repurchased shares of common stock have been retired.

Note 15 — Stock-Based and Employee Savings Plans

Prior to the separation (i.e., periods up to July 17, 2015), PayPal employees participated in eBay's equity incentive plans, including stock options, restricted stock units ("RSUs") and performance-based restricted stock units ("PBRsUs"). In addition, certain PayPal employees participated in eBay's employee stock purchase plan. All awards granted under these plans consisted of eBay common shares. PayPal's consolidated statement of income reflected compensation expense for these stock-based plans associated with the portion of eBay's equity incentive plans in which PayPal employees participated.

Following separation, outstanding awards granted to PayPal employees under eBay's equity incentive plans were converted into PayPal awards under PayPal's equity incentive plans based on a conversion ratio. This conversion ratio was determined as the closing per-share price of eBay shares on the last regular trading session prior to separation divided by the opening per-share price of PayPal shares on the first regular trading session after separation. There was no significant incremental stock-based compensation expense recorded as a result of the share conversions.

EQUITY INCENTIVE PLANS

The Board of Directors adopted the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan (the "Plan") on June 16, 2015. Under the terms of the Plan, equity awards, including stock options, RSUs, restricted stock awards, PBRsUs, deferred stock units, and stock payments may be granted to our directors, officers and employees. At December 31, 2016, we had 92 million shares authorized under our equity incentive plans and 61 million shares were available for future grant. Shares issued as a result of stock option exercises and the release of stock awards were funded primarily with the issuance of new shares of common stock.

All stock options granted under these plans generally vest 12.5% six months from the date of grant (or 25% one year from the date of hire for grants to new employees) with the remainder vesting at a rate of 2.08% per month thereafter, and generally expire seven to ten years from the date of grant. The cost of stock options is determined using the Black-Scholes option pricing model on the date of grant.

RSUs are granted to eligible employees under our equity incentive plans. In general, RSUs vest in equal annual installments over a period of three to four years, are subject to an employee's continuing service to us and do not have an expiration date. The cost of RSUs granted prior to the separation was determined using the fair value of eBay's common stock on the date of grant. For RSUs granted following separation, the cost of RSUs was determined using the fair value of PayPal's common stock on the date of grant.

Certain of our executives are eligible to receive performance-based restricted stock units ("PBRsUs"). PBRsUs are equity awards that may be earned based on an initial target number with the final number of PBRsUs that may be vested and settled determined based on the Company's performance against pre-established performance metrics over a predefined performance period. PBRsUs granted under eBay's equity incentive plans generally have two-year performance periods with one-half of the grant vesting in March following the end of the performance period and the remaining one-half vesting more than one year

Notes to Consolidated Financial Statements

following the completion of the performance period. In the first quarter of 2016, the Compensation Committee approved a revised structure for PBRsUs granted under PayPal's 2015 Equity Incentive Award Plan to officers and certain employees providing services to the Company. PBRsUs granted under PayPal's 2015 Equity Incentive Award Plan have three-year performance periods with cliff vesting following the completion of the performance period, subject to the Committee's approval of the level of achievement against the pre-established performance targets. Over the performance period, the number of PBRsUs that may be issued and related stock-based compensation expense that is recognized is adjusted upward or downward based upon the probability of achieving the approved performance targets against the performance metrics. Depending on the probability of achieving the pre-established performance targets, the PBRsUs issued could range from 0% to 200% of the target amount.

EMPLOYEE STOCK PURCHASE PLAN

Prior to separation, eligible employees participated in eBay's employee stock purchase plan. Effective July 17, 2015, the Board of Directors adopted the PayPal Holdings, Inc. Employee Stock Purchase Plan ("ESPP"). Under the terms of this plan, shares of our common stock may be purchased over an offering period with a maximum duration of two years at 85% of the lower of the fair market value on the first day of the applicable offering period or on the last business day of each six-month purchase period within the offering period. Employees may purchase shares between 2% and 10% of their gross compensation during an offering period but not more than the statutory limitation of \$25,000 per year. The company stock purchased through the ESPP is considered outstanding and is included in the weighted-average outstanding shares for purposes of computing basic and diluted earnings per share. For the year ended December 31, 2016, our employees purchased 2.7 million shares of PayPal common stock at an average price of \$29.49. For the year ended December 31, 2015, our employees purchased 0.9 million shares of eBay common stock at an average price of \$44.37 and 1.2 million shares of PayPal common stock at an average price of \$28.12. Under eBay's employee stock purchase plan for the year ended December 31, 2014 our employees purchased approximately 1.5 million shares of eBay common stock at an average price of \$42.16. As of December 31, 2016, approximately 8.1 million shares were reserved for future issuance under the Purchase Plan.

STOCK OPTION ACTIVITY

The following table summarizes stock option activity of our employees under our equity incentive plans for the year ended December 31, 2016:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
(In thousands, except per share amounts and years)				
Outstanding at January 1, 2016	6,008	\$25.94		
Granted	124	\$36.32		
Exercised	(1,557)	\$18.39		
Forfeited/expired/canceled	(287)	\$30.82		
Outstanding at December 31, 2016	4,288	\$28.65	4.14	\$4,510
Expected to vest	1,424	\$29.17	5.27	\$15,059
Options exercisable	2,727	\$28.30	3.47	\$31,166

The weighted average grant date fair value of options granted to our employees during the years 2016, 2015 and 2014 was \$8.79, \$11.20 and \$13.38, respectively. The aggregate intrinsic value was calculated as the difference between the exercise price of the underlying awards and the quoted price of our common stock at December 31, 2016. During the years 2016, 2015 and 2014, the aggregate intrinsic value of options exercised under eBay's and PayPal's equity incentive plans was \$31 million, \$72 million and \$57 million, respectively, determined as of the date of option exercise. At December 31, 2016, 4.2 million options were in-the-money.

Notes to Consolidated Financial Statements

RESTRICTED STOCK UNIT ACTIVITY

The following table summarizes the restricted stock units (including performance-based restricted stock units) granted under our equity incentive plans as of December 31, 2016 and changes during the year ended December 31, 2016:

	Units	Weighted Average Grant-Date Fair Value (per share)
	(In thousands, except per share amounts)	
Outstanding at January 1, 2016	28,761	\$34.63
Awarded	14,120	\$ 39.13
Vested	(9,784)	\$33.28
Forfeited	(3,912)	\$ 36.13
Outstanding at December 31, 2016	29,185	\$37.06
Expected to vest	25,565	

During the years 2016, 2015 and 2014, the aggregate intrinsic value of restricted stock units vested under eBay's and PayPal's equity incentive plans were \$378 million, \$315 million and \$292 million, respectively.

STOCK-BASED COMPENSATION EXPENSE

The impact on our results of operations of recording stock-based compensation expense under eBay's and PayPal's equity incentive plans for the years ended December 31, 2016, 2015 and 2014 was as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Customer support and operations	\$ 85	\$ 62	\$ 52
Sales and marketing	84	52	59
Product development	139	132	108
General and administrative	130	94	75
Depreciation and amortization	6	7	4
Total stock-based compensation expense	\$444	\$347	\$298
Capitalized as part of internal use software and website development costs	\$ 13	\$ 7	\$ 10
Income tax benefit recognized for stock-based compensation arrangements	\$ 127	\$ 98	\$ 77

As of December 31, 2016, there was approximately \$707 million of unearned stock-based compensation estimated to be expensed from 2017 through 2019. If there are any modifications or cancellations of the underlying unvested awards, we may be required to accelerate, increase or cancel all or a portion of the remaining unearned stock-based compensation expense. Future unearned stock-based compensation will increase to the extent we grant additional equity awards, change the mix of grants between stock options and RSUs or assume unvested equity awards in connection with acquisitions.

STOCK OPTION VALUATION ASSUMPTIONS

We calculated the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The following weighted average assumptions were used for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.5%	1.4%	1.2%
Expected life (in years)	4.6	4.3	4.1
Dividend yield	—	—	—
Expected volatility	25%	26%	29%

For periods prior to separation, our computation of expected volatility was based on a combination of historical and market-based implied volatility from traded options on eBay's stock. The computation of expected life was determined based on historical

Notes to Consolidated Financial Statements

experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules, and expectations of future employee behavior. The interest rate for periods within the contractual life of the award was based on the U.S. Treasury yield curve in effect at the time of grant.

For periods subsequent to the separation, the risk-free interest rate for periods within the contractual life of the award was based upon the U.S. Treasury yield curve in effect at the time of the grant. Due to our limited history of stock option exercises, we estimated the expected term of options granted based on the midpoint between the vesting date and the end of the contractual term using the “simplified” method under the SEC guidance. The computation of expected volatility for our employee stock option awards was based on the historical volatility of selected peer companies.

EMPLOYEE SAVING PLANS

Prior to separation, eligible U.S. employees participated in eBay’s savings plan, which qualifies under Section 401(k) of the Code. Effective July 17, 2015, the Board of Directors adopted the PayPal Holdings, Inc. Deferred Compensation Plan. Under the terms of this plan, participating U.S. employees may contribute up to 50% of their eligible compensation, but not more than statutory limits. In 2016, 2015 and 2014, under PayPal’s and eBay’s savings plans, eligible employees received one dollar for each dollar contributed, up to 4% of each employee’s eligible salary, subject to a maximum employer contribution of \$10,600, \$10,600 and \$10,400, respectively, per employee. Our non-U.S. employees are covered by other savings plans. For the years ended December 31, 2016, 2015 and 2014, the matching contribution expense for our U.S. and international savings plans were approximately \$42 million, \$42 million and \$37 million, respectively.

Note 16 — income taxes

For periods ended on or prior to July 17, 2015, we were a member of the eBay consolidated group and our U.S. taxable income was included in the consolidated U.S. federal income tax return of eBay as well as in returns filed by eBay with certain state and local taxing jurisdictions. Our foreign income tax returns were filed on a separate company basis. For periods ended on or prior to July 17, 2015, our income tax liability has been computed and presented herein under the “separate return method” as if we were a separate tax paying entity, as modified by the benefits-for-loss approach. Accordingly, our operating losses and other tax attributes are characterized as utilized when those attributes have been utilized by other members of the eBay consolidated group; however, the benefits-for-loss approach does not impact our tax expense. Federal and unitary state income taxes incurred for periods ended on or prior to July 17, 2015 are remitted to eBay pursuant to a tax sharing agreement between the companies.

In connection with the distribution, eBay and PayPal entered into various agreements that govern the relationship between the parties going forward, including a tax matters agreement. The tax matters agreement was entered into on the distribution date. Under the tax matters agreement, eBay generally is responsible for all additional taxes (and will be entitled to all related refunds of taxes) imposed on eBay and its subsidiaries (including subsidiaries that were transferred to PayPal pursuant to the separation) arising after the distribution date with respect to the taxable periods (or portions thereof) ended on or prior to July 17, 2015, except for those taxes for which PayPal has reflected an unrecognized tax benefit in its financial statements on the distribution date.

The components of income (loss) before income taxes are as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
United States	\$ (342)	\$ (253)	\$ (111)
International	1,973	1,741	1,372
Income before income taxes	\$1,631	\$1,488	\$1,261

Notes to Consolidated Financial Statements

The income tax expense is composed of the following:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Current:			
Federal	\$ 44	\$ 34	\$ 90
State and local	19	(5)	13
Foreign	115	104	59
	\$ 178	\$ 133	\$ 162
Deferred:			
Federal	\$ 90	\$ 126	\$ 699
State and local	(35)	1	(3)
Foreign	(3)	—	(16)
	52	127	680
Income tax expense	\$230	\$260	\$842

The following is a reconciliation of the difference between the effective income tax rate and the federal statutory rate.

	Year Ended December 31,		
	2016	2015	2014
Federal statutory rate	35.0%	35.0%	35.0%
State taxes, net of federal benefit	(1.0)%	(0.3)%	0.8%
Foreign income taxed at different rates	(23.2)%	(20.9)%	(22.2)%
Prior year foreign earnings no longer considered indefinitely reinvested	—	—%	50.8%
Stock-based compensation expense	1.6%	1.5%	1.5%
Tax credits	(1.0)%	(0.7)%	(0.8)%
Change in valuation allowances	0.5%	0.3	—%
Other	2.2%	2.6%	1.7%
Effective income tax rate	14.1%	17.5%	66.8%

The difference between the effective income tax rate and the federal statutory rate of 35.0% to income before income taxes is primarily the result of foreign income taxed at different rates and, for the year ended December 31, 2014, the accrual of U.S. income tax on undistributed foreign profits for 2013 and prior years previously indefinitely reinvested outside of the U.S.

Notes to Consolidated Financial Statements

Deferred tax assets and liabilities are recognized for the future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax basis using enacted tax rates in effect for the year in which the differences are expected to reverse. Significant deferred tax assets and liabilities consist of the following:

	As of December 31,	
	2016	2015
(In millions)		
Deferred tax assets:		
Net operating loss and credit carryforwards	\$ 84	\$ 90
Accruals and allowances	187	153
Partnership investment	15	14
Stock-based compensation	99	82
Net unrealized (gains) losses	14	16
Total deferred tax assets	399	355
Valuation allowance	(24)	(13)
Net deferred tax assets	\$ 375	\$ 342
Deferred tax liabilities:		
Unremitted foreign earnings	\$(1,246)	\$(1,156)
Fixed assets and other intangibles	(226)	(191)
Acquired intangibles	(95)	(131)
Net unrealized losses (gains)	(2)	(1)
Total deferred tax liabilities	(1,569)	(1,479)
Net deferred tax assets (liabilities)	\$ (1,194)	\$ (1,137)

The following table shows the deferred tax assets and liabilities within our consolidated balance sheet.

	Balance Sheet Location	As of December 31,	
		2016	2015
(In millions)			
Total deferred tax assets (non-current)	Other assets	\$ 21	\$ 38
Total deferred tax liabilities (non-current)	Long-term liabilities	(1,215)	(1,175)
Total net deferred tax assets (liabilities)		\$(1,194)	\$(1,137)

In 2015, the FASB issued Accounting Standards Update (“ASU”) 2015-17, “Balance Sheet Classification of Deferred Taxes”, which simplifies the presentation of deferred income taxes. This guidance requires that deferred tax liabilities and assets be classified as non-current in a classified statement of financial position. We early adopted the FASB’s new accounting guidance effective for the year ended December 31, 2015.

In 2015, pursuant to the Separation and Distribution Agreement between eBay and us, we received from eBay a contribution of cash of approximately \$3.8 billion, as well as a related estimated deferred tax liability of \$172 million associated with foreign earnings that are not considered indefinitely reinvested. The adjustment to deferred tax liability was recorded as a contribution from eBay and resulted in an increase to net parent investment within stockholders’ equity.

As of December 31, 2016, our federal, state and foreign net operating loss carryforwards for income tax purposes were approximately \$110 million, \$281 million, and \$54 million, respectively. The federal and state net operating loss carryforwards are subject to various limitations under Section 382 of the Code. If not utilized, the federal net operating loss carryforwards will begin to expire in 2019, and the state net operating loss carryforwards will begin to expire in 2017. The majority of the foreign net operating loss carryforwards have no expiration date and may be carried forward indefinitely. As of December 31, 2016, our federal and state tax credit carryforwards for income tax purposes were approximately \$5 million and \$60 million, respectively. The federal tax credits will begin to expire in 2032. Most of the state tax credits carry forward indefinitely.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that all or some portion of the deferred tax assets will not be realized. At December 31, 2016, we maintained a valuation allowance with respect to

Notes to Consolidated Financial Statements

certain of our deferred tax assets relating to operating losses in certain states and foreign jurisdictions and tax credits in certain states that we believe are not likely to be realized. At December 31, 2015, we maintained a valuation allowance related to deferred tax assets for operating losses in certain states and foreign jurisdictions that we believe are not likely to be realized.

At December 31, 2013, we had approximately \$3.4 billion of indefinitely reinvested foreign earnings for which we had not provided U.S. income or applicable foreign withholding taxes. During 2014, we altered our capital allocation strategy, which included changing our intent with regard to the indefinite reinvestment of foreign earnings from certain of our foreign subsidiaries for 2013 and prior years. As a result, we provided taxes and recorded a deferred tax liability of approximately \$650 million on \$1.9 billion of undistributed foreign earnings of certain of our foreign subsidiaries for 2013 and prior years.

We have not provided for U.S. federal income and foreign withholding taxes on \$4.6 billion of our non-U.S. subsidiaries' undistributed earnings as of December 31, 2016, because such earnings are intended to be indefinitely reinvested in our international operations. We do not know the time or manner in which we would repatriate those funds; therefore, we cannot quantify the tax liability associated with the future repatriation of such earnings. In cases where we do not intend to indefinitely reinvest a portion of our foreign subsidiaries' undistributed earnings, we provide U.S. taxes on such earnings and such taxes are included in deferred taxes or tax payable liabilities depending upon the planned timing and manner of such repatriation.

We benefit from tax rulings concluded in several different jurisdictions, most significantly Singapore and Luxembourg. These rulings result in significantly lower rates of taxation on certain classes of income and require various thresholds of investment and employment in those jurisdictions. We review our compliance on an annual basis to ensure we continue to meet our obligations under these tax rulings. These rulings resulted in tax savings of approximately \$310 million, \$285 million and \$217 million in 2016, 2015 and 2014, respectively. The benefit of these tax rulings on our net income per share (diluted) was approximately \$0.25, \$0.23 and \$0.18 in 2016, 2015 and 2014, respectively. These tax rulings expire over periods ranging from 2020 to 2021.

On July 27, 2015, the U.S. Tax Court, in *Altera Corp. v. Commissioner*, invalidated part of a Treasury Regulation requiring stock-based compensation to be included in a qualified intercompany cost sharing arrangement. A final decision was entered by the U.S. Tax Court on December 1, 2015. On February 19, 2016, the Internal Revenue Service filed a notice of appeal to the Ninth Circuit Court of Appeals, with follow up briefs filed by both Altera and the Internal Revenue Service to the appeals court during the second half of 2016. We have reviewed this case and its impact on PayPal and concluded that no adjustment to the consolidated financial statements is appropriate at this time. We will continue to monitor ongoing developments and potential impacts to our consolidated financial statements.

The following table reflects changes in unrecognized tax benefits since January 1, 2014:

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Gross amounts of unrecognized tax benefits as of the beginning of the period	\$267	\$165	\$134
Increases related to prior period tax positions	14	39	7
Decreases related to prior period tax positions	(18)	(4)	(2)
Increases related to current period tax positions	51	68	31
Settlements	(1)	(1)	(5)
Statute of limitation expirations	(1)	—	—
Gross amounts of unrecognized tax benefits as of the end of the period	\$312	\$267	\$165

If the remaining balance of unrecognized tax benefits were realized in a future period, it would result in a tax benefit of \$271 million.

During all years presented, we recognized interest and penalties related to uncertain tax positions in income tax expense. In 2016 we recognized net interest and penalties of \$13 million in income tax expense. The amount of interest and penalties accrued as of December 31, 2016 and 2015 was approximately \$67 million and \$54 million, respectively.

We are subject to taxation in the U.S. and various state and foreign jurisdictions. We are currently under examination by certain tax authorities for the 2003 to 2015 tax years. The material jurisdictions in which we are subject to examination by tax authorities for tax years after 2002 primarily include the U.S. (Federal and California), France, Germany, India, Israel, Italy, Singapore and United Kingdom. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from these examinations.

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Although the timing of the resolution of these audits is uncertain, we do not expect the total amount of unrecognized tax benefits as of December 31, 2016 will materially change in the next 12 months. However, given the number of years remaining subject to examination and the number of matters being examined, we are unable to estimate the full range of possible adjustments to the balance of gross unrecognized tax benefits.

Note 17 — Restructuring

In January 2015, at a regular meeting of the eBay board of directors (the “eBay Board”), the eBay Board approved a plan to implement a strategic reduction of its existing global workforce. The reduction was completed by the end of 2015. We recognized \$48 million of restructuring expenses during the year ended December 31, 2015, all of which were paid by the end of 2015.

No restructuring expenses were recognized during the years ended December 31, 2016 and 2014.

Note 18 — Accumulated Other Comprehensive (Loss) Income

The following table summarizes the changes in accumulated balances of other comprehensive income for the year ended December 31, 2016:

	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Investments	Foreign Currency Translation	Estimated Tax (Expense) Benefit	Total
	(In millions)				
Beginning balance	\$ 57	\$(16)	\$(53)	\$ 3	\$ (9)
Other comprehensive income (loss) before reclassifications	193	7	(15)	(2)	183
Less: Amount of gain (loss) reclassified from accumulated other comprehensive income	119	(4)	—	—	115
Net current period other comprehensive income	74	11	(15)	(2)	68
Ending balance	\$ 131	\$ (5)	\$(68)	\$ 1	\$ 59

The following table summarizes the changes in accumulated balances of other comprehensive income for the year ended December 31, 2015:

	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Investments	Foreign Currency Translation	Estimated Tax (Expense) Benefit	Total
	(In millions)				
Beginning balance	\$126	\$ —	\$(16)	\$—	\$ 110
Other comprehensive income (loss) before reclassifications	113	(16)	(37)	3	63
Less: Amount of gain reclassified from accumulated other comprehensive income	182	—	—	—	182
Net current period other comprehensive income (loss)	(69)	(16)	(37)	3	(119)
Ending balance	\$ 57	\$(16)	\$(53)	\$ 3	\$ (9)

Notes to Consolidated Financial Statements

The following table provides details about reclassifications out of accumulated other comprehensive income for the years ended December 31, 2016 and 2015:

Details about Accumulated Other Comprehensive Income Components	Amount of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income		Affected Line Item in the Statement of Income
	Year Ended December 31,		
	2016	2015	
	(In millions)		
Gains on cash flow hedges-foreign exchange contracts	\$119	\$182	Net revenues
Unrealized losses on investments	(4)	—	Other income (expense), net
	\$115	\$182	Income before income taxes
	—	—	Income tax expense
Total reclassifications for the period	\$115	\$182	Net income

Supplementary Data — Quarterly Unaudited Financial Data

The following tables present certain unaudited consolidated quarterly financial information for the years ended December 31, 2016 and 2015. The fourth quarter of 2015 was the first full quarter post separation and represents our actual results as an independent public company. Results for the first three quarters of 2015 include allocations from eBay and may not be indicative of our results had we been a separate stand-alone entity during those periods.

	2016 Quarter Ended			
	March 31	June 30	September 30	December 31
	(Unaudited, in millions, except per share amounts)			
Net revenues	\$2,544	\$2,650	\$2,667	\$2,981
Net income	\$ 365	\$ 323	\$ 323	\$ 390
Net income per share-basic	\$ 0.30	\$ 0.27	\$ 0.27	\$ 0.32
Net income per share-diluted	\$ 0.30	\$ 0.27	\$ 0.27	\$ 0.32
Weighted-average shares:				
Basic	1,216	1,210	1,207	1,207
Diluted	1,225	1,215	1,214	1,216

	2015 Quarter Ended			
	March 31 ⁽¹⁾	June 30 ⁽¹⁾	September 30 ⁽²⁾	December 31 ⁽²⁾
	(Unaudited, in millions, except per share amounts)			
Net revenues	\$2,137	\$2,297	\$2,258	\$2,556
Net income	\$ 255	\$ 305	\$ 301	\$ 367
Net income per share-basic	\$ 0.21	\$ 0.25	\$ 0.25	\$ 0.30
Net income per share-diluted	\$ 0.21	\$ 0.25	\$ 0.25	\$ 0.30
Weighted-average shares: ⁽¹⁾⁽²⁾				
Basic	1,218	1,218	1,221	1,223
Diluted	1,224	1,224	1,227	1,230

¹ On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. Basic and diluted net income per share for the first two quarters of 2015 is calculated using the number of common shares distributed on July 17, 2015. Refer to Note 2 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for information regarding net income per share.

² Basic and diluted net income per share for the third and fourth quarters of 2015 is calculated using the weighted average number of common shares outstanding for the period beginning after the distribution date. Refer to Note 2 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for information regarding net income per share.

Financial Statement Schedule

The Financial Statement Schedule II—VALUATION AND QUALIFYING ACCOUNTS is filed as part of this Annual Report on Form 10-K.

	Balance at Beginning of Period	Charged/ (Credited) to Net Income	Charges Utilized/ (Write-offs)	Balance at End of Period
	(In millions)			
Allowance for Transaction Losses				
Year Ended December 31, 2014	\$137	\$408	\$ (379)	\$166
Year Ended December 31, 2015	166	511	(492)	185
Year Ended December 31, 2016	\$185	\$ 655	\$ (618)	\$222
Allowance for Loans and Interest Receivable				
Year Ended December 31, 2014	\$146	\$ 333	\$ (284)	\$195
Year Ended December 31, 2015	195	385	(347)	233
Year Ended December 31, 2016	\$233	\$ 555	\$ (449)	\$339

Exhibit Number	Exhibit Description	Filed with this Form 10-K	Incorporated by Reference	
			Form	Date Filed
2.01	Separation and Distribution Agreement by and between eBay Inc. and PayPal Holdings, Inc.		10-12B/A	6/26/2015
3.01	PayPal Holdings, Inc.'s Amended and Restated Certificate of Incorporation.		8-K	7/20/2015
3.02	PayPal Holdings, Inc.'s Amended and Restated Bylaws.		8-K	7/20/2015
10.01	Operating Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		8-K	7/20/2015
10.02	Amendment, dated June 30, 2016, to the Operating Agreement by and among Registrant, eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		10-Q	7/26/2016
10.03	Transition Services Agreement by and between eBay Inc. and PayPal Holdings, Inc., dated July 17, 2015.		8-K	7/20/2015
10.04	Tax Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc., dated July 17, 2015.		8-K	7/20/2015
10.05	Employee Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc., dated July 17, 2015.		8-K	7/20/2015
10.06	Intellectual Property Matters Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		8-K	7/20/2015
10.07	Credit and Guarantee Agreement, dated as of July 17, 2015, by and among PayPal Holdings, Inc., PayPal, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent, and the other parties thereto.		8-K	7/20/2015
10.08+	PayPal Employee Incentive Plan, as amended and restated.		DEF 14-A	4/14/2016
10.09+	PayPal Holdings, Inc. 2015 Equity Incentive Award Plan, as amended and restated.		DEF 14-A	4/14/2016
10.10+	PayPal Holdings, Inc. Deferred Compensation Plan.		8-K	7/20/2015
10.11+	PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees, dated June 16, 2015.		10-12B/A	6/18/2015
10.12+	PayPal Holdings, Inc. SVP and Above Standard Severance Plan, dated June 16, 2015.		10-12B/A	6/18/2015
10.13+	Letter Agreement dated July 29, 2015 between John Rainey and PayPal Holdings, Inc.		10-Q	10/29/2015
10.14+	Offer Letter dated September 29, 2014 between eBay Inc. and Daniel Schulman.		10-12B/A	5/14/2015
10.15+	Amendment dated December 31, 2014 to Offer Letter between eBay Inc. and Daniel Schulman.		10-12B/A	5/14/2015
10.16	Form of Indemnity Agreement between PayPal Holdings, Inc. and individual directors and officers.		10-12B/A	5/14/2015
10.17+	Form of Global Restricted Stock Unit Award Agreement (and Performance-Based Restricted Stock Unit Agreement) under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.18+	Form of Global Performance Based Restricted Stock Unit Award Grant Notice and Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-Q	4/28/2016
10.19+	Form of Global Stock Option Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.20+	Form of Director Annual Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015

Exhibit Number	Exhibit Description	Filed with this Form 10-K	Incorporated by Reference	
			Form	Date Filed
10.21+	Form of Electing Director Quarterly Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.22+	Form of PayPal Holdings, Inc. Employee Stock Purchase Plan.		10-12B/A	5/14/2015
10.23+	Letter dated May 19, 2015 from eBay Inc. to William Ready.		10-12B/A	6/2/2015
10.24+	Letter dated April 7, 2015 from eBay Inc. to Louise Pentland.		10-K	2/11/2016
10.25+	Letter dated April 13, 2015 from eBay Inc. to Jonathan Auerbach.		10-K	2/11/2016
10.26+	Letter dated May 5, 2013 from eBay Inc. to Tomer Barel.		10-K	2/11/2016
10.27+	Independent Director Compensation Policy.		8-K	1/17/2017
21.01	List of Subsidiaries.	X		
23.01	PricewaterhouseCoopers LLP consent.	X		
24.01	Power of Attorney (see signature page).	X		
31.01	Certification of PayPal Holdings, Inc.'s Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.	X		
31.02	Certification of PayPal Holdings, Inc.'s Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.	X		
32.01	Certification of PayPal Holdings, Inc.'s Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.	X		
32.02	Certification of PayPal Holdings, Inc.'s Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.	X		
101.INS	XBRL Instance Document	X		
101.SCH	XBRL Taxonomy Extension Schema Document	X		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X		

+ Indicates a management contract or compensatory plan or arrangement

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 8, 2017.

PayPal Holdings, Inc.

By: **/s/ Daniel H. Schulman**

Name: Daniel H. Schulman

Title: President, Chief Executive Officer and
Director

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel H. Schulman, John D. Rainey, A. Louise Pentland, Brian Y. Yamasaki and Aaron A. Anderson, and each or any one of them, each with the power of substitution, his or her attorney-in-fact, to sign any amendments to this report, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on February 8, 2017.

Principal Executive Officer:By: /s/ Daniel H. Schulman

Daniel H. Schulman
President, Chief Executive Officer and Director

Principal Financial Officer:By: /s/ John D. Rainey

John D. Rainey
Executive Vice President, Chief Financial Officer

Principal Accounting Officer:By: /s/ Aaron A. Anderson

Aaron A. Anderson
Vice President, Chief Accounting Officer

Additional DirectorsBy: /s/ Wences Casares

Wences Casares
Director

By: /s/ John J. Donahoe

John J. Donahoe
Director

By: /s/ Jonathan Christodoro

Jonathan Christodoro
Director

By: /s/ David W. Dorman

David W. Dorman
Director

By: /s/ Belinda Johnson

Belinda Johnson
Director

By: /s/ Gail J. McGovern

Gail J. McGovern
Director

By: /s/ David M. Moffett

David M. Moffett
Director

By: /s/ Pierre M. Omidyar

Pierre M. Omidyar
Director

By: /s/ Frank D. Yeary

Frank D. Yeary
Director

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Stock Performance Graph

This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933.

The graph below shows the cumulative total stockholder return of an investment of \$100 in our common stock during the period from July 20, 2015 (the date our common stock began “regular way” trading on The NASDAQ Stock Market) through December 31, 2016, in comparison to the NASDAQ Composite Index, the S&P 500 Index and the S&P 500 Information Technology Index. These indices are included only for comparative purposes as required by Securities and Exchange Commission rules and do not necessarily reflect management’s opinion that such indices are an appropriate measure of the relative performance of our common stock and they are not intended to forecast possible future performance of our common stock.



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