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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2024

**PayPal Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36859**  
(Commission File Number)

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

**2211 North First Street**  
**San Jose, CA 95131**  
(Address of principal executive offices)

**(408) 967-1000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	PYPL	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 25, 2024, the Board of Directors (the “Board”) of PayPal Holdings, Inc. (the “Company”) appointed Carmine Di Sibio as a new member of the Company’s Board, effective July 1, 2024. Mr. Di Sibio fills a vacancy created by an increase in the size of the Board from 11 to 12, and his term of office will expire at the Company’s 2025 annual meeting of stockholders or when his successor has been elected and qualified. As a non-employee director, Mr. Di Sibio will be entitled to receive compensation as described under “Director Compensation” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 9, 2024. The Board has also appointed Mr. Di Sibio to the Audit, Risk and Compliance Committee of the Board, effective July 1, 2024.

There is no arrangement or understanding between Mr. Di Sibio and any other persons pursuant to which Mr. Di Sibio was appointed as a director. Furthermore, there are no transactions in which the Company was a participant and in which Mr. Di Sibio had an interest that would be required to be reported under Item 404(a) of Regulation S-K.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PayPal Holdings, Inc.**  
(Registrant)

Date: June 28, 2024

/s/ Brian Y. Yamasaki

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Name: Brian Y. Yamasaki

Title: Vice President, Corporate Legal and Secretary