
**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): April 4, 2025

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) 967-7000
(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.

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

On April 4, 2025, Rodney Adkins informed PayPal Holdings, Inc. (“PayPal” or the “Company”) that he will not stand for re-election to PayPal’s Board of Directors (“Board”) when his current term expires at PayPal’s 2025 Annual Meeting of Stockholders (“2025 Annual Meeting”). Mr. Adkins’ decision was not a result of any disagreement with the Company. The Board has determined to reduce the size of the Board to 11 directors effective immediately before the 2025 Annual Meeting.

A copy of the Company’s press release announcing Mr. Adkins’ decision not to stand for re-election is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated April 7, 2025](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 7, 2025

/s/ Brian Y. Yamasaki

Name: Brian Y. Yamasaki

Title: Vice President, Corporate Legal and Secretary

PRESS RELEASE**PayPal Announces Retirement of Rodney C. Adkins from Board of Directors**

SAN JOSE, Calif., Apr. 7, 2025 /PRNewswire/ — PayPal Holdings, Inc. (NASDAQ: PYPL) announced today that Rodney C. Adkins has informed the company of his decision to retire from its Board of Directors (Board) and not stand for re-election at the 2025 Annual Meeting of Stockholders in June.

Adkins has been a director of PayPal since September 2017 and currently serves on the Audit, Risk and Compliance Committee and the Corporate Governance and Nominating Committee of the Board.

“For more than seven years, Rod has played an instrumental role on our Board of Directors, and has helped guide the growth and transformation of PayPal,” said Enrique Lores, Chair of PayPal’s Board of Directors. “We will greatly miss Rod’s impactful contributions. His sharp business acumen, strategic vision, and genuine authenticity have played a crucial role in shaping PayPal into the company it is today.”

“On behalf of our PayPal team, I want to extend my heartfelt thanks to Rod for his exceptional leadership, his unwavering care, and his passionate support of our company,” said Alex Chriss, President and CEO, PayPal. “It has been a privilege to have worked alongside Rod, and I wish him well going forward.”

About PayPal

PayPal has been revolutionizing commerce globally for more than 25 years. Creating innovative experiences that make moving money, selling, and shopping simple, personalized, and secure, PayPal empowers consumers and businesses in approximately 200 markets to join and thrive in the global economy. For more information, visit <https://www.paypal.com>, <https://about.pypl.com>, and <https://investor.pypl.com>.

Investor Relations Contact:

investorrelations@paypal.com

Media Relations Contact:

mediarelations@paypal.com