



DIVISION OF  
CORPORATION FINANCE

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

June 29, 2015

Daniel H. Schulman  
President  
PayPal Holdings, Inc.  
2211 North First Street  
San Jose, California 95131

**Re: PayPal Holdings, Inc.  
Form 10-12B  
Filed February 25, 2015  
File No. 001-36859**

Dear Mr. Schulman:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Elizabeth C. Walsh for

Mara L. Ransom  
Assistant Director