

EBAY INC
Form DEFA14A
January 24, 2014

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary proxy statement
- ☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to § 240.14a-12

eBay Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
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On January 23, 2014, John Donahoe, President, Chief Executive Officer, and Director of eBay Inc. (the "Company") sent the following Tweet relating to the Company under the Twitter handle @Donahoe_John (https://twitter.com/Donahoe_John):

“More on why @PayPal & @ebayinc are best together, on @LinkedIn linkd.in/1fa83SF Legend: bit.ly/1dV6g3z (CEO)”

[Legends Included in Original Are Excerpted at the End of this DEFA14A Filing]

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Director of the Company Marc Andreessen posted the following statements in a conversation on Twitter (<https://twitter.com/pmarca/status/426415162111705088>) relating to the Company using the Twitter handle @pmarca (<https://twitter.com/pmarca>):

@pmarca tweeted: “Entire eBay board, including me, fully aligned that eBay + PayPal are best together. Disclaimer: eBay director, <http://bit.ly/1dV6g3z>”

[TwitterUser1] commented: “@pmarca When you believe the mantra of ‘unlocking value’ applies in public companies?”

@pmarca responded: “[TwitterUser1] When the benefit to shareholders outweighs the cost to shareholders. [eBay director, <http://bit.ly/1dV6g3z>]”

[TwitterUser2] commented: “@pmarca interesting, can you share more about why you reached that decision?”

@pmarca responded: “[TwitterUser2] Entire board carefully studies on regular basis. [eBay director, <http://bit.ly/1dV6g3z>]”

[TwitterUser3] commented: “@pmarca would be instructive for investors to hear details of this POV from u or another Board member or Mgt.”

@pmarca responded: “[TwitterUser3] John Donahoe, CEO, discussed at length in Q call: <http://seekingalpha.com/article/1961021-ebays-ceo-discusses-q4-2013-results-earnings-call-transcript> ... [eBay director, <http://bit.ly/1dV6g3z>]”

[TwitterUser1] commented: “@pmarca that's correct from a textbook/biz class perspective but what about from an operations perspective?”

@pmarca responded: "[TwitterUser1] Costs of separation-loss of synergy, disruption-often outweigh hypothetical benefits. [eBay director, <http://bit.ly/1dV6g3z>]”

[TwitterUser2] commented: “@pmarca I was more interested in knowing the details that lead to the decision. I guess they are private?”

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@pmarca responded: “[TwitterUser2] I'd refer 2 John Donahoe (CEO) discussion on Q call this week: <http://seekingalpha.com/article/1961021-ebays-ceo-discusses-q4-2013-results-earnings-call-transcript> ... [eBay director, <http://bit.ly/1dV6g3z>]”

[Legends Included in Original Are Excerpted at the End of this DEFA14A Filing]

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Important Additional Information

eBay Inc., its directors and certain of its executive officers are participants in the solicitation of proxies from stockholders in connection with eBay's 2014 Annual Meeting of Stockholders. eBay intends to file a proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with such solicitation. **EBAY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS) AND ACCOMPANYING PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.**

Information regarding the names of eBay's directors and executive officers and their respective interests in eBay by security holdings or otherwise is set forth in eBay's proxy statement for the 2013 Annual Meeting of Stockholders, filed with the SEC on March 18, 2013. To the extent holdings of such participants in eBay's securities have changed since the amounts described in the 2013 proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in eBay's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on January 31, 2013 and in eBay's Quarterly Reports on Form 10-Q for the first three quarters of the fiscal year ended December 31, 2013 filed with the SEC on April 19, 2013, July 19, 2013 and October 18, 2013, respectively.

These documents, including any proxy statement (and amendments or supplements thereto) and other documents filed by eBay with the SEC, are available for no charge at the SEC's website at www.sec.gov and at eBay's investor relations website at <http://investor.ebayinc.com>. Copies may also be obtained by contacting eBay Investor Relations by mail at 2065 Hamilton Avenue, San Jose, California 95125 or by telephone at 866-696-3229.

Forward-Looking Statements

This communication contains forward-looking statements relating to, among other things, the future performance of eBay and its consolidated subsidiaries that are based on the company's current expectations, forecasts and assumptions and involve risks and uncertainties. These statements include, but are not limited to, statements regarding expected financial results for the first quarter and full year 2014; the company's projected financial outlook for 2015; the future growth in the Payments, Marketplaces and Enterprise businesses and the company's plans with respect to each of those businesses, mobile payments, mobile commerce; and the company's plans regarding its stock repurchase programs. The company's actual results could differ materially from those predicted or implied and reported results should not be considered as an indication of future performance. Factors that could cause or contribute to such differences include, but are not limited to: changes in political, business and economic conditions, including any continuing U.S. government shutdown or default, any European or general economic downturn or crisis and any conditions that affect ecommerce growth; fluctuations in foreign currency exchange rates; the company's need to successfully react to the increasing importance of mobile payments and mobile commerce and the increasing social aspect of commerce; the company's ability to deal with the increasingly competitive ecommerce environment, including competition for its sellers from other trading sites and other means of selling, and competition for its buyers from other merchants, online

and offline; the company's need to manage an increasingly large enterprise with a broad range of businesses of varying degrees of maturity and in many different geographies; the effect of management changes and business initiatives; the company's need and ability to manage other regulatory, tax and litigation risks as its services are offered in more jurisdictions and applicable laws become more restrictive; any changes the company may make to its product offerings; the competitive, regulatory, credit card association-related and other risks specific to PayPal and Bill Me Later, especially as PayPal continues to expand geographically and introduce new products and as new laws and regulations related to financial services companies come into effect; the company's ability to timely upgrade and develop its technology systems, infrastructure and customer service capabilities, including our Enterprise Commerce Technologies, at reasonable cost; the company's ability to maintain site stability and performance on all of its sites while adding new products and features in a timely fashion; the company's ability to profitably integrate, manage and grow businesses that have been acquired or may be acquired in the future; the effect the announcement of the shareholder proposal and nominations may have on the company's relationships with its shareholders and other constituencies and on the company's ongoing business operations. The forward-looking statements in this release do not include the potential impact of any acquisitions or divestitures that may be announced and/or completed after the date hereof.

More information about factors that could affect the company's operating results is included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q, copies of which may be obtained by visiting the company's Investor Relations website at <http://investor.ebayinc.com> or the SEC's website at www.sec.gov. Undue reliance should not be placed on the forward-looking statements in this communication, which are based on information available to the company on the date hereof. The company assumes no obligation to update such statements.

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