TripAdvisor, Inc. Form 3 February 17, 2015

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

À Seidenberg Barrie

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/05/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

TripAdvisor, Inc. [TRIP]

(Check all applicable)

CEO, Viator, Inc.

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O TRIPADVISOR, INC., 141 NEEDHAM STREET

(Street)

Director _X__ Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

NEWTON. MAÂ 02464

1. Title of Security

(Instr. 4)

(City) (State) (Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5) Form:

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Conversion or Exercise Price of

Ownership Form of Derivative

Security:

Direct (D)

5.

6. Nature of Indirect Beneficial

Date Exercisable Expiration

Date

Title

Amount or Number of

Derivative Security

Ownership (Instr. 5)

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-----------------------|------------|-----------------|--------|----------|----------------------------|---|
| Restricted Stock Units | 08/08/2015(1) | (2) | Common Stock | 5,293 | \$ 0 | D | Â |
| Restricted Stock Units | 08/08/2015(3) | (4) | Common Stock | 10,587 | \$ 0 | D | Â |
| Stock Option (Right to Buy) | 08/08/2014 | 04/11/2016 | Common Stock | 19,902 | \$ 3.67 | D | Â |
| Stock Option (Right to Buy) | 08/08/2015(5) | 08/08/2024 | Common Stock | 11,215 | \$ 95.29 | D | Â |
| Stock Option (Right to Buy) | 10/25/2016 <u>(6)</u> | 05/09/2023 | Common Stock | 4,755 | \$ 21.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-----------|-------------------|----------------|--|
| | Director | 10% Owner | Officer | Other | |
| Seidenberg Barrie | | | | | |
| C/O TRIPADVISOR, INC. | Â | Â | CEO, Viator, Inc. | $\hat{\Delta}$ | |
| 141 NEEDHAM STREET | | | | 11 | |
| NEWTON Â MA Â 02464 | | | | | |

Signatures

/s/ Linda C. Frazier, attorney in fact 02/17/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of such restricted share units, or RSUs, 1,324 vest on August 8, 2015 and 1,323 vest on each of August 8, 2016, August 8, 2017 and August 8, 2018.
- (2) Shares will be issued shortly following vesting.
- (3) Of such RSUs, 2,647 vest on each of August 8, 2015, August 8, 2016 and August 8, 2017 and 2,646 vest on August 8, 2018. Shares will be issued shortly following vesting.
- (4) Shares will be issued shortly following vesting.
- (5) Of such stock options, 2,804 become exercisable on each of August 8, 2015, August 8, 2016 and August 8, 2017 and 2,803 become exercisable on August 8, 2018.
- Of such stock options, 920 options are currently exercisable, and the remaining balance of 3,835 vest in equal monthly installments commencing February 25, 2015 and through February 25, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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