TripAdvisor, Inc. Form 4/A May 11, 2017

### FORM 4

#### **OMB APPROVAL** OMB

Check this box if no longer subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Number:

Expires:

3235-0287

January 31,

2005

Form 4 or Form 5 obligations may continue. See Instruction

Section 16.

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(b).

1. Name and Address of Reporting Person \* Halpin Dermot

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TripAdvisor, Inc. [TRIP]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

C/O TRIPADVISOR, INC., 400 1ST

(Street)

(State)

05/09/2017

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

**AVENUE** 

President, Vacation Rentals

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

05/11/2017

Person

NEEDHAM, MA 02494

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (I) (Instr. 4) (Instr. 4)

10% Owner

(A)

(Instr. 8)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Following

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date

Title

Amou or Numb of Sha

85,2

Restricted

Stock \$ 46.91

05/09/2017

85,269 A (1)

12/31/2017(2) 12/31/2019

Common Stock

Units

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Halpin Dermot C/O TRIPADVISOR, INC. 400 1ST AVENUE

NEEDHAM, MA 02494

President, Vacation Rentals

**Signatures** 

/s/ Linda C. Frazier, attorney 05/11/2017 in fact

Date \*\*Signature of Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(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) Amendment being filed to correct the number of RSUs granted.
- Date at which first vesting occurs is indicated. One-third of the total number of RSUs vest on the first vesting date and an additional **(2)** one-third vest on each anniversary thereafter, until the RSUs are fully vested. Upon vesting, shares will be issued on a one-for-one basis.

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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