

TripAdvisor, Inc.
Form 3
February 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Halpin Dermot | | (Month/Day/Year) | TripAdvisor, Inc. [TRIP] | |
| (Last) | (First) | (Middle) | 02/05/2015 | |
| C/O TRIPADVISOR, INC., Â 141 NEEDHAM STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| NEWTON, Â MA Â 02464 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | President, Vacation Rentals | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, Par Value \$.001 Per Share | 2,360 | D | Â |

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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | 02/15/2015 ⁽¹⁾ | ∆ ⁽²⁾ | Common Stock | 3,215 | \$ 0 | D | ∆ |
| Restricted Stock Units | 02/17/2017 ⁽³⁾ | ∆ ⁽⁴⁾ | Common Stock | 3,869 | \$ 0 | D | ∆ |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁵⁾ | 11/30/2018 | Common Stock | 47,190 | \$ 29.48 | D | ∆ |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁶⁾ | 02/27/2020 | Common Stock | 66,667 | \$ 45.27 | D | ∆ |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁷⁾ | 02/27/2020 | Common Stock | 33,333 | \$ 45.27 | D | ∆ |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁸⁾ | 02/27/2023 | Common Stock | 19,213 | \$ 45.27 | D | ∆ |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁹⁾ | 02/21/2024 | Common Stock | 7,973 | \$ 96.92 | D | ∆ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Halpin Dermot C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464 | ∆ | ∆ | ∆ President, Vacation Rentals | ∆ |

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 RSUs, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017.
- (2) Shares will be issued shortly after vesting.
- (3) Of such RSUs, 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018.
- (4) Shares will be issued shortly following vesting.
- (5) Of such options, 23,595 are currently exercisable and 23,595 become exercisable on November 29, 2015.
- (6) All of such options become exercisable on February 1, 2016.
- (7) All of such options are currently exercisable.

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- (8) Of such options, 6,405 are currently exercisable, and 6,404 become exercisable on each of February 15, 2016 and February 15, 2017.
- (9) Of such options, 1,994 are currently exercisable and 1,993 become exercisable on each of February 15, 2016, February 15, 2017 and February 15, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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