

HOAG JAY C
Form 4
June 25, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 250 MIDDLEFIELD
ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction
(Month/Day/Year)

06/21/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/21/2018		A	(A) or (D) Amount 4,383 (1)	\$ 0 7,168	D (2)	
Common Stock					1,613,606	I	TCV IX Tumi, L.P. (3)
Common Stock					455,300	I	TCV IX TUMI (A), L.P. (4)
Common Stock					86,179	I	TCV IX TUMI (B),

Common Stock	125,915	I	L.P. ⁽⁵⁾ TCV IX TUMI (MF), L.P. <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOAG JAY C
C/O TECHNOLOGY CROSSOVER VENTURES
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

X

Signatures

Frederic D. Fenton, Authorized Signatory for Jay C.
Hoag

06/25/2018

 Signature of Reporting Person

Date

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).

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- (1) Represents shares underlying RSUs granted under the Issuer's 2011 Amended and Restated Stock and Annual Incentive Plan, as amended, granted in consideration for services as a member of the Issuer's Board of Directors. Such RSUs vest in full on the first anniversary of the grant date.

- (2) Jay C. Hoag has sole voting and dispositive power over the RSUs he holds directly. However, TCV IX Management, L.L.C. has a right to 100% of the pecuniary interest in such RSUs. Mr. Hoag is a Member of TCV IX Management, L.L.C. Mr. Hoag disclaims beneficial ownership of such RSUs and the shares underlying such RSUs except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI, L.P. ("TCV TUMI"). Jay C. Hoag is a Class A Member of Technology Crossover Management IX, Ltd. ("Management IX") and a limited partner of Technology Crossover Management IX, L.P. ("TCM IX").

- (3) Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI (A), L.P. ("TCV TUMI A"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI A. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI A, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (5) These shares are directly held by TCV IX TUMI (B), L.P. ("TCV TUMI B"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI B. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI B, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) These shares are directly held by TCV TUMI (MF), L.P. ("TCV TUMI MF"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI MF. Mr. Hoag is also a limited partner of TCV Member Fund, L.P., which is the sole limited partner of TCV TUMI MF. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI MF, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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