

TripAdvisor, Inc.
Form 3
March 10, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Watson Noel Bertram | | (Month/Day/Year) | TripAdvisor, Inc. [TRIP] | |
| (Last) | (First) | (Middle) | 02/29/2016 | |
| C/O TRIPADVISOR, INC., Â 400 1ST AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEEDHAM, Â MA Â 02494 | | | <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) |
| | | | Chief Accounting Officer | |
| | | | 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) |
|------------------------------------|--|---|--|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|---------------------------|------------------|--------------|-------|----------|---|---|
| Stock Option (Right to Buy) | 02/15/2013 ⁽¹⁾ | 05/04/2022 | Common Stock | 6,250 | \$ 40.2 | D | Â |
| Stock Option (Right to Buy) | 02/15/2014 ⁽²⁾ | 02/27/2023 | Common Stock | 7,247 | \$ 45.27 | D | Â |
| Stock Option (Right to Buy) | 02/15/2015 ⁽³⁾ | 02/21/2024 | Common Stock | 3,348 | \$ 96.92 | D | Â |
| Stock Option (Right to Buy) | 02/15/2016 ⁽⁴⁾ | 02/26/2025 | Common Stock | 1,907 | \$ 89.86 | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 1,143 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 992 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 1,314 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 4,099 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

/s/ Linda C. Frazier, attorney
in fact

03/10/2016

**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) All of such options are currently exercisable.
- (2) Of such options, 3,832 are currently exercisable and 3,415 become exercisable on February 15, 2017.
- (3) Of such options, 1,674 are currently exercisable and 837 become exercisable on each of February 15, 2017 and February 15, 2018.
- (4) Of such options, 477 are currently exercisable and 477 will become exercisable on each of February 15, 2017 and February 15, 2018, and the remaining 476 will become exercisable on February 15, 2019.
- (5) The restricted stock units, or RSUs, will vest on February 15, 2017. Shares will be delivered on a one-for-one basis.
- (6) Of such RSUs, 496 will vest on each of February 15, 2017 and February 15, 2018. Shares will be delivered on a one-for-one basis.
- (7)

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Of such RSUs, 438 vest on each of February 15, 2017, February 15, 2018 and February 15, 2019. Shares will be delivered on a one-for-one basis.

- (8) Of such RSUs, 2,049 will vest on October 31, 2016, 1,024 will vest on October 31, 2017 and 1,026 will vest on October 31, 2018. Shares will be delivered 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.

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