FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Wash	ington,	D.C.	20549	9

STATEMENT OF CHANGES IN BENEFICIAL OWNERSH	ΙP
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OMB APPROVAL 3235-0287 Estimated average burden urs per response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

 $Footnotes^{(1)(2)(3)}$ 

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

**Certares Holdings LLC** 

(First)

C/O CERTARES MANAGEMENT LLC

(Middle)

Instruc	tion 1(b).			Filed	d pursua	ant to S	Section	16(a)	) of	the Se	ecurities	s Excha	ange	Act o	f 1934			Tiours per i	<del>===</del>	nise.	0.0
1. Name a	nd Address o	of Reporting Person	*		_		. ,				nt Comp ding Sy		ct of	1940		5. Relationshi			erso:	n(s) to Iss	suer
Certares LTRIP LLC					TripAdvisor, Inc. [ TRIP ]						(Check all applicable)  X Director 10% Ow			/ner							
(Last) (First) (Middle)				3 D:	Date of Earliest Transaction (Month/Day/Year)							Officer (give title Other (specify below) below)				pecify					
(Last) C/O CEI	•	IANAGEMENT	•	,		27/202		man	Juoi	uon (iv	iona i Di	ay/ rca	.,			20.0	,			50.011)	
350 MA	DISON AV	ENUE, 8TH FL	O	OR	4 15	<b>^</b>		D-4-	-40	N. at aut au -	1 <b>5</b> :11 /	() 4 tl- (	/D	0.4		C. In all dates I a	. 1-1			Ol I - A -	
(Street)					4. 17	Ameno	iment,	Date (	or C	origina	l Filed (	(MONth/	Day	(Year)		6. Individual o		•	•		
NEW YORK NY 10017														Form filed by One Reporting Person  Form filed by More than One Reporting							
,			, <b>-</b> :	`										Person							
(City)	(5	-	(Zip	-															_		
4 7:416	0		e I	- Non-Deriva				_	qui	ired,	_				_		ed			7 Notes	
1. Little of	Security (In:	str. 3)		2. Transaction Date (Month/Day/Yea	2A. Dee Executi ar) if any					ction Instr.	4. Secu Dispos 5)	urities A sed Of (	Acqu (D) (Ir	irea ( <i>i</i> 1str. 3	, 4 and	5. Amount of Securities Beneficially		6. Ownership Form: Direct (D) or		7. Nature of Indirect Beneficia Ownership (Instr.	
					(Mo	nth/Da	n/Day/Year)		8)		,					Owned Following Reported		indirect (I) (Instr. 4)		4)	
								Cod	de	v	Amour	nt	(A) c (D)	or P	rice	Transaction(s (Instr. 3 and 4					
Common	Stock			03/27/2020				A			2,82	<b>7</b> (1)	A	1	50.00	2,822		I		See	
																				Footno	tes <sup>(1)(2)(</sup>
		Та	ıbl	e II - Derivat (e.g., pu													d				
1. Title of Derivative	2. Conversion	3. Transaction Date		A. Deemed Execution Date,	4.		5. Nu	mber	6.	Date I	Exercisa	able and	d	7. Title	e and	8. Price of Derivative		Number of	10.	nership	11. Nati
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if	f any Month/Day/Year)		Securi Acqui (A) or		Derivative ( Securities Acquired			onth/Day/Year)		Amount of Securities Underlying		Security Security (Instr. 5)		ecurities F eneficially D		rm: ect (D)	Benefic Owners	
	Derivative Security		l								Deriva Securi 3 and			ity (Inst	Fol	ned llowing ported		Indirect (Instr. 4)	(Instr. 4		
							of (D) (Instr.		3, 4					J and 4)		Tra		ansaction(s)			
			l				and 5	i)	┝				$\dashv$		Amour						
			l												or Numbe	1					
					Code	v	(A)	(D)		ate xercisa		xpiratio ate		Title	of Shares						
		of Reporting Person	*																		
Certare	es LTRIP	LLC				_															
(Last)		(First)		(Middle)																	
		IANAGEMENT																			
350 MA	DISON AV	ENUE, 8TH FL	OC	OR																	
(Street)																					
NEW Y	ORK	NY		10017																	
(City)		(State)		(Zip)																	
		of Reporting Person	*																		
<u>OHara</u>	Michael	<u>Gregory</u>				_															
(Last)		(First)		(Middle)																	
		IANAGEMENT																			
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(Street) NEW Y	OD1/			10017																	
Y				1001/		_															
(City)		(State)		(Zip)																	
1. Name a	nd Address o	of Reporting Person	*																		

	NY	10017
(City)	(State)	(Zip)
1. Name and Addres Certares Hold		
(Last) C/O CERTARES 350 MADISON		
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Addres Certares Hold		
(Last)	(First)	(Middle)
C/O CERTARES 350 MADISON		
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Addres <u>Certares Man</u>		
(Last) 350 MADISON	(First) AVENUE, 8TH	(Middle) FLOOR
(Street)	NY	10017
NEW YORK		
	(State)	(Zip)
NEW YORK	(State)	on*
NEW YORK (City)  1. Name and Addres	(State) s of Reporting Pers vestments LI (First) MANAGEMEN	on*  _C  (Middle)
NEW YORK  (City)  1. Name and Addres  Clementine Ir  (Last)  C/O CERTARES	(State) s of Reporting Pers evestments LI  (First) MANAGEMEN AVENUE, 8TH	on*  _C  (Middle)
(City)  1. Name and Address Clementine Ir (Last) C/O CERTARES 350 MADISON (Street)	(State) s of Reporting Pers evestments LI  (First) MANAGEMEN AVENUE, 8TH	on*  _C  (Middle)  VT LLC  FLOOR
(City)  1. Name and Addres Clementine Ir (Last) C/O CERTARES 350 MADISON (Street) NEW YORK	(State) s of Reporting Persuvestments LI (First) MANAGEMEN AVENUE, 8TH I	(Middle) NT LLC FLOOR  10017 (Zip)
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(City)  1. Name and Addres Clementine Ir (Last) C/O CERTARES 350 MADISON (Street) NEW YORK (City)  1. Name and Addres Pemrose Corp (Last) C/O CERTARES	(State) s of Reporting Pers expertments LI  (First) MANAGEMEN AVENUE, 8TH  NY  (State) s of Reporting Pers (First) MANAGEMEN AVENUE, 8TH  AVENUE, 8TH	(Middle) NT LLC FLOOR  10017  (Zip) on*  (Middle)
NEW YORK  (City)  1. Name and Addres  Clementine Ir  (Last)  C/O CERTARES  350 MADISON  (Street)  NEW YORK  (City)  1. Name and Addres  Pemrose Corp  (Last)  C/O CERTARES  350 MADISON  (Street)	(State) s of Reporting Pers expertments LI  (First) MANAGEMEN AVENUE, 8TH  NY  (State) s of Reporting Pers (First) MANAGEMEN AVENUE, 8TH  AVENUE, 8TH	(Middle) NT LLC FLOOR  10017 (Zip) on* (Middle) NT LLC
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C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR						
(Street) NEW YORK	NY	10017				
(City)	(State)	(Zip)				

## **Explanation of Responses:**

- 1. Represents shares underlying restricted stock units ("RSUs") granted under the Issuer's 2018 Stock and Annual Incentive Plan to M. Gregory O'Hara in consideration for services rendered as a member of the Issuer's Board of Directors. Such RSUs to vest in full on the first anniversary of the grant date .
- 2. Mr. O'Hara is an employee of Certares Management LLC or one of its affiliates. Pursuant to policies of Certares Management LLC and its affiliates (collectively, "Certares"), Mr. O'Hara holds such securities for the benefit of Certares, including one or more of the Reporting Persons.
- 3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a) (4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

## Remarks:

/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES LTRIP LLC	03/31/2020
s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS LLC	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS (BLOCKABLE) LLC	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS (OPTIONAL) LLC	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES MANAGEMENT LLC	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CLEMENTINE INVESTMENTS LLC	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for PEMROSE CORPORATION	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for MICHAEL GREGORY O'HARA	03/31/2020
/s/ Linda C. Frazier as Attorney-in-Fact for COLIN M. FARMER	03/31/2020
** Signature of Reporting Person	Date

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

- $^{\star}$  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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.