

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Soni Kanika</u> (Last) (First) (Middle) <u>C/O TRIPADVISOR, INC.</u> <u>400 1ST AVENUE</u> (Street) <u>NEEDHAM MA 02494</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/28/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [TRIP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/30/2020</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>11,347</u>	<u>D</u>	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units (TSR performance-based)</u>	<u>12/31/2022⁽¹⁾</u>	<u>03/31/2023</u>	<u>Common Stock, Par Value \$.001 Per Share</u>	<u>17,564</u>	<u>0</u>	<u>D</u>	
<u>Stock Option</u>	<u>02/15/2021⁽²⁾</u>	<u>02/25/2030</u>	<u>Common Stock, Par Value \$.001 Per Share</u>	<u>44,378</u>	<u>25.62</u>	<u>D</u>	
<u>Stock Option</u>	<u>04/15/2020⁽³⁾</u>	<u>04/15/2029</u>	<u>Common Stock, Par Value \$.001 Per Share</u>	<u>71,982</u>	<u>48.92</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>12/20/2020⁽⁴⁾</u>	<u>12/21/2021</u>	<u>Common Stock</u>	<u>33,266</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>02/15/2021⁽⁵⁾</u>	<u>02/16/2024</u>	<u>Common Stock</u>	<u>35,128</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>04/15/2021⁽⁶⁾</u>	<u>04/17/2023</u>	<u>Common Stock</u>	<u>48,184</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- The market-based RSUs ("MSUs") will vest and settle shortly following expiration of the performance period which ends on December 31, 2022.
- Date at which first vesting occurs is indicated. One fourth of the total number of stock options vest on February 15, 2021, and 6.25% of the remaining award vest in equal quarterly installments commencing thereafter.
- Date at which first vesting occurs is indicated. One-fourth of the total number of stock options vest on the first vesting date and an additional one-fourth vest on each anniversary thereafter, until the stock options are fully vested.
- Date at which first vesting occurs is indicated. One-half of the total number of RSUs vest on the first vesting date and an additional one-half vest on second anniversary of the vesting date. Upon vesting, shares will be issued on a one-for-one basis.
- Date at which first vesting occurs is indicated. One fourth of the total number of RSUs vest on February 15, 2021, and 6.25% of the remaining award vest in equal quarterly installments commencing thereafter.
- One-third of the total number of RSUs vest on the vesting date indicated and an additional one-third vest on each anniversary thereafter, until the RSUs are fully vested.

/s/ Linda C. Frazier,
attorney in fact

04/30/2020

** Signature of Reporting

Date

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

* 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).

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.