

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Nelson Lindsay</u>  (Last) (First) (Middle) C/O TRIPADVISOR, INC. 400 1ST AVENUE  (Street) NEEDHAM MA 02494  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2020	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 Experience&amp;Brand Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/30/2020  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)
Common Stock	3,567	D	

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			
Restricted Stock Units (TSR performance-based)	12/31/2022 <sup>(1)</sup>	03/31/2023	Common Stock, Par Value \$.001 Per Share	17,564	0	D	
Restricted Stock Units (TSR performance-based)	12/31/2021 <sup>(2)</sup>	03/31/2022	Common Stock, Par Value \$.001 Per Share	10,369	0	D	
Stock Option	10/30/2019 <sup>(3)</sup>	10/30/2028	Common Stock, Par Value \$.001 Per Share	96,272	47.17	D	
Stock Option	02/15/2021 <sup>(4)</sup>	02/25/2030	Common Stock, Par Value \$.001 Per Share	44,378	25.62	D	
Stock Option	02/15/2020 <sup>(3)</sup>	02/27/2029	Common Stock, Par Value \$.001 Per Share	22,401	50.63	D	
Restricted Stock Units	02/15/2021 <sup>(5)</sup>	02/16/2023	Common Stock	15,553	0	D	
Restricted Stock Units	10/30/2020 <sup>(5)</sup>	10/31/2022	Common Stock	33,232	0	D	
Restricted Stock Units	12/20/2020 <sup>(6)</sup>	12/21/2021	Common Stock	33,266	0	D	
Restricted Stock Units	02/15/2021 <sup>(7)</sup>	02/16/2024	Common Stock	35,128	0	D	

## Explanation of Responses:

- These market-based RSUs ("MSUs") will vest and settle shortly following expiration of the performance period which ends on December 31, 2022.
- The market-based RSUs ("MSUs") will vest and settle shortly following expiration of the performance period which ends on December 31, 2021.
- 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.

4. 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.

5. One-third of the total number of RSUs vest on the first vesting date and an additional one-third vest on each anniversary thereafter, until the RSUs are fully vested. Upon vesting, shares will be issued on a one-for-one basis.

6. 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.

7. 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.

/s/ Linda C. Frazier,  
attorney in fact

04/30/2020

\*\* Signature of Reporting  
Person

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.**