

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>Certares LTRIP LLC</u> <hr/> (Last) (First) (Middle) C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/27/2020	3. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>Certares LTRIP LLC</u> <hr/> (Last) (First) (Middle) C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>OHara Michael Gregory</u> <hr/> (Last) (First) (Middle) C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR <hr/> (Street) NEW YORK 10017 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Certares Holdings LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certares Holdings \(Blockable\) LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certares Holdings \(Optional\) LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certares Management LLC](#)

(Last) (First) (Middle)

350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Clementine Investments LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pemrose Corp](#)

(Last)	(First)	(Middle)
C/O CERTARES MANAGEMENT LLC		
350 MADISON AVENUE, 8TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10017
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

FARMER COLIN MICHAEL

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(Last)	(First)	(Middle)
C/O CERTARES MANAGEMENT LLC		
350 MADISON AVENUE, 8TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10017
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

**Remarks:**

M. Gregory O'Hara was appointed to the board of directors of the Issuer. Mr. O'Hara is an employee of Certares Management LLC or one of its affiliates, and each of the other Reporting Persons may be deemed to be a director by deputization of the Issuer. Exhibit 24: Power of Attorney

**No securities are beneficially owned.**

- /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.  
 \* 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Seth Kalvert and Linda C. Frazier with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TripAdvisor, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; and (v) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney in fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 25, 2020.

/s/ M. Gregory O'Hara  
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M. Gregory O'Hara

/s/ M. Gregory O'Hara  
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Certares Holdings LLC  
By: Certares Management LLC  
By: M. Gregory O'Hara

Title: Founder and Senior Managing Director

/s/ M. Gregory O'Hara

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Certares Holdings (Blockable) LLC  
By: Certares Management LLC  
By: M. Gregory O'Hara  
Title: Founder and Senior Managing Director

/s/ M. Gregory O'Hara

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Certares Holdings (Optional) LLC  
By: Certares Management LLC  
By: M. Gregory O'Hara  
Title: Founder and Senior Managing Director

/s/ M. Gregory O'Hara

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Certares LTRIP LLC  
By: Certares Management LLC  
By: M. Gregory O'Hara  
Title: Founder and Senior Managing Director

/s/ M. Gregory O'Hara

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Certares Management LLC  
By: M. Gregory O'Hara  
Title: Founder and Senior Managing Director

/s/ M. Gregory O'Hara

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Clementine Investments LLC  
By: M. Gregory O'Hara  
Title: Managing Member

/s/ Colin Farmer

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Colin Farmer

/s/ Colin Farmer

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Pemrose Corporation  
By: Colin Farmer  
Title: President