

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>  (Last) (First) (Middle) <u>C/O CERTARES MANAGEMENT LLC</u> <u>350 MADISON AVENUE, 8TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/31/2021</u>	
		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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2021		P		1,713,859	A	(1)	1,713,859	I	See Footnotes(1)(2)(4)
Common Stock								2,822	I	See Footnotes(3)(4)
Common Stock								7,858	I	See Footnotes(3)(4)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

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

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

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

FARMER COLIN MICHAEL

(Last) (First) (Middle)

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

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. Reflects the repurchase by Liberty TripAdvisor Holdings, Inc. ("LTRIP") of 126,921 shares of LTRIP's 8% Series A Cumulative Redeemable Preferred Stock held by Certares LTRIP LLC for \$252,499,142.86 in cash and 1,713,859 shares of Issuer common stock previously held by LTRIP.
2. Reflects securities held directly by Certares LTRIP LLC. Certares Holdings LLC, Certares Holdings (Blockable) LLC and Certares Holdings (Optional) LLC are members of Certares LTRIP LLC. Certares Management LLC is the manager of each of Certares LTRIP LLC, Certares Holdings LLC, Certares Holdings (Blockable) LLC and Certares Holdings (Optional) LLC. Certares Management LLC is controlled by Clementine Investments LLC, an entity controlled by M. Gregory O'Hara, and Pemrose Corporation, an entity wholly-owned by Colin Farmer. Mr. O'Hara serves as a director of the Issuer and each of the Reporting Persons may be deemed to be a director by deputization of the Issuer.
3. Represents securities granted under the Issuer's 2018 Stock and Annual Incentive Plan to Mr. O'Hara in consideration for services rendered as a member of the Issuer's Board of Directors. 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.
4. 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:**

CERTARES LTRIP LLC, By:  
/s/ Linda C. Frazier as 06/10/2021  
Attorney-in-Fact

CERTARES HOLDINGS  
LLC, By: /s/ Linda C. Frazier 06/10/2021  
as Attorney-in-Fact

CERTARES HOLDINGS  
(BLOCKABLE) LLC, By: /s/ 06/10/2021  
Linda C. Frazier as Attorney-  
in-Fact

CERTARES HOLDINGS  
(OPTIONAL) LLC, By: /s/ 06/10/2021  
Linda C. Frazier as Attorney-  
in-Fact

CERTARES  
MANAGEMENT LLC, By: 06/10/2021  
/s/ Linda C. Frazier as  
Attorney-in-Fact

CERTARES LTRIP LLC, By:  
/s/ Linda C. Frazier as 06/10/2021  
Attorney-in-Fact

CLEMENTINE  
INVESTMENTS LLC, By: /s/ 06/10/2021  
Linda C. Frazier as Attorney-  
in-Fact

PEMROSE CORPORATION,  
By: /s/ Linda C. Frazier as 06/10/2021  
Attorney-in-Fact

MICHAEL GREGORY  
O'HARA, By: /s/ Linda C. 06/10/2021  
Frazier as Attorney-in-Fact

COLIN M. FARMER, By: /s/  
Linda C. Frazier as Attorney- 06/10/2021  
in-Fact

\*\* 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 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.