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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): June 11, 2019**

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**TRIPADVISOR, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35362**  
(Commission  
File Number)

**80-0743202**  
(I.R.S. Employer  
Identification No.)

**400 1st Ave**  
**Needham, MA 02494**  
(Address of principal executive offices) (Zip code)

**(781) 800-5000**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock	TRIP	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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#### Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of TripAdvisor, Inc., a Delaware corporation (the “Company”), was held on June 11, 2019 (the “Annual Meeting”). According to the inspector of elections, the stockholders present in person or by proxy represented 115,986,271 shares of common stock (generally entitled to one vote per share) and 12,799,999 shares of Class B common stock (generally entitled to ten votes per share). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each proposal voted upon at the Annual Meeting are set forth below.

**Proposal 1—Election of Directors.** The stockholders voted on the election of nine directors of the Company, six of whom were elected by holders of common stock and Class B common stock voting together as a single class (“Combined Stock Nominees”), and three of whom were elected by holders of common stock only (“Common Stock Nominees”), each to serve for a one-year term from the date of his or her election and until such director’s successor is elected or until such director’s earlier resignation or removal. Stockholders voted as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<i>Combined Stock Nominees</i>			
Gregory B. Maffei	186,576,286	51,001,320	6,408,655
Stephen Kaufer	201,355,462	36,222,144	6,408,655
Trynka Shineman Blake	198,936,709	38,640,897	6,408,655
Jay C. Hoag	196,847,018	40,730,588	6,408,655
Betsy L. Morgan	198,928,744	38,648,862	6,408,655
Albert Rosenthaler	197,740,110	39,837,496	6,408,655
<i>Common Stock Nominees</i>			
Jeremy Philips	89,881,461	19,696,155	6,408,655
Spencer M. Rascoff	92,946,580	16,631,036	6,408,655
Robert S. Wiesenthal	89,964,698	19,612,918	6,408,655

Accordingly, the foregoing nominees were elected to the Company’s board of directors.

**Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm.** The stockholders voted on the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019. The stockholders voted as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
243,652,268	279,133	54,860	0

Accordingly, the appointment of independent registered public accounting firm was ratified.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRIPADVISOR, INC.**

By: /s/ Seth J. Kalvert  
Seth J. Kalvert,  
Senior Vice President,  
General Counsel and Secretary

Dated: June 13, 2019