FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287

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

1. Name and Address of Reporting Person's Certares Holdings LLC

(Street)
NEW YORK

(Last) (First) (M C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR

NY

(Middle)

10019

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287 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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) <u>TripAdvisor, Inc.</u> [TRIP] Certares LTRIP LLC 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify 06/06/2023 below) below) (Last) (First) (Middle) C/O CERTARES MANAGEMENT LLC 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 350 MADISON AVENUE, 8TH FLOOR Form filed by One Reporting Person Form filed by More than One Reporting X (Street) Person **NEW YORK** 10019 Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 2. Transaction 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of 1. Title of Security (Instr. 3) Form: Direct
(D) or
Indirect (I) Execution Date Transaction Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Indirect Beneficial if any (Month/Day/Year) Code (Instr. (Month/Day/Year) 8) Owned Ownership ollowing (Instr. 4) (Instr. 4) Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Price Code Amount Common Stock 06/06/2023 A 15,105 \$0.00 44,587 Footnotes⁽¹⁾ (2)(3)1,713,859 D Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Execution Date, Expiration Date Derivative Transaction Number Amount of derivative Ownership of Indirect if any Security or Exercise (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: **Beneficial** Beneficially (Instr. 3) (Month/Day/Year Derivative Underlying (Instr. 5) Direct (D) Derivative Securities Derivative Owned or Indirect (Instr. 4) Following Security Acquired Security (Instr. 3 and 4) (I) (Instr. 4) (A) or Disposed Reported Transaction(s) of (D) (Instr. 4) (Instr. 3, 4 and 5) Amount Number Expiration Code (A) (D) Exercisable Shares Date 1. Name and Address of Reporting Person Certares LTRIP LLC (First) (Middle) C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR (Street) **NEW YORK** NY 10019 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Addres Certares Hold		
(Last) C/O CERTARES	(First)	(Middle)
350 MADISON	AVENUE, 8TH	FLOOR
(Street) NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Addres <u>Certares Hold</u>		
(Last)	(First)	(Middle)
C/O CERTARES		
(Street) NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Addres <u>Certares Mana</u>		
(Last) 350 MADISON	(First) AVENUE, 8TH	(Middle) FLOOR
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Addres Clementine In		
(Last) C/O CERTARES 350 MADISON		
(Street) NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Addres Pemrose Corp		son*
(Last) C/O CERTARES 350 MADISON		
C/O CERTARES	MANAGEME	NT LLC
C/O CERTARES 350 MADISON A (Street)	MANAGEME AVENUE, 8TH	NT LLC FLOOR
C/O CERTARES 350 MADISON A (Street) NEW YORK	S MANAGEME AVENUE, 8TH NY (State) s of Reporting Pers	NT LLC FLOOR 10019 (Zip)
C/O CERTARES 350 MADISON A (Street) NEW YORK (City) 1. Name and Addres	S MANAGEME. AVENUE, 8TH NY (State) s of Reporting Persel Gregory (First) S MANAGEME.	NT LLC FLOOR 10019 (Zip) son* (Middle) NT LLC

NEW YORK	NY	10019		
(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	10019		
(City)	(State)	(Zip)		

Explanation of Responses:

- 1. Represents securities granted under Tripadvisor, Inc. stock and annual incentive plan to Mr. O'Hara in connection to his election to the Board of Directors on June 6, 2023. Such RSUs vest in full on June 6, 2024. 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.
- 2. Reflects securities held directly by Certares LTRIP 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 (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. 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 Attorney-in-Fact	06/08/2023
CERTARES HOLDINGS LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
CERTARES HOLDINGS (BLOCKABLE) LLC, By: /s/ Linda C. Frazier as Attorney- in-Fact	06/08/2023
CERTARES HOLDINGS (OPTIONAL) LLC, By: /s/ Linda C. Frazier as Attorney- in-Fact	06/08/2023
CERTARES MANAGEMENT LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
CERTARES LTRIP LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
CLEMENTINE INVESTMENTS LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
PEMROSE CORPORATION, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
MICHAEL GREGORY O'HARA, By: /s/ Linda C. Frazier as Attorney-in-Fact	06/08/2023
COLIN M. FARMER, By: /s/ Linda C. Frazier as Attorney- in-Fact	06/08/2023
** 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.