

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Halpin Dermot</u>	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2015	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>President, Vacation Rentals</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 02/17/2015
(Last) (First) (Middle) <u>C/O TRIPADVISOR, INC.</u> <u>141 NEEDHAM STREET</u>	(Street) <u>NEWTON MA 02464</u>	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	
(City) (State) (Zip)			

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)
<u>Common Stock, Par Value \$.001 Per Share</u>	<u>2,360</u>	<u>D</u>	

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				
<u>Restricted Stock Units</u>	<u>02/15/2015⁽¹⁾</u>	<u>(2)</u>	<u>Common Stock</u>	<u>3,215</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>02/15/2015⁽³⁾</u>	<u>(4)</u>	<u>Common Stock</u>	<u>3,869</u>	<u>0</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>11/30/2012⁽⁵⁾</u>	<u>11/30/2018</u>	<u>Common Stock</u>	<u>47,190</u>	<u>29.48</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>02/01/2016⁽⁶⁾</u>	<u>02/27/2020</u>	<u>Common Stock</u>	<u>66,667</u>	<u>45.27</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>02/15/2015⁽⁷⁾</u>	<u>02/27/2020</u>	<u>Common Stock</u>	<u>33,333</u>	<u>45.27</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>02/15/2014⁽⁸⁾</u>	<u>02/27/2023</u>	<u>Common Stock</u>	<u>19,213</u>	<u>45.27</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>02/15/2015⁽⁹⁾</u>	<u>02/21/2024</u>	<u>Common Stock</u>	<u>7,973</u>	<u>96.92</u>	<u>D</u>

Explanation of Responses:

- Of such RSUs, 1,072 vest on February 15, 2015, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017. This amendment is being filed to accurately reflect this vesting schedule.
- Shares will be issued shortly after vesting.
- Of such RSUs, 968 vest on February 15, 2015 and 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018. This amendment is being filed to accurately reflect this vesting schedule.
- Shares will be issued shortly following vesting.
- Of such options, 23,595 are currently exercisable and 23,595 become exercisable on November 29, 2015.
- All of such options become exercisable on February 1, 2016.
- All of such options are currently exercisable.
- Of such options, 6,405 are currently exercisable, and 6,404 become exercisable on each of February 15, 2016 and February 15, 2017.
- Of such options, 1,994 are currently exercisable and 1,993 become exercisable on each of February 15, 2016, February 15, 2017 and February 15, 2018.

/s/ Linda C. Frazier, attorney in fact 02/24/2015

** 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.