

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Hoag Jay C</u> _____ (Last) (First) (Middle) <u>C/O TECHNOLOGY CROSSOVER VENTURES</u> <u>250 MIDDLEFIELD ROAD</u> _____ (Street) <u>MENLO PARK CA 94025</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>06/09/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/09/2020		A		7,858 ⁽¹⁾	A	\$0	21,151	D ⁽²⁾	
Common Stock								1,613,606	I	TCV IX TUMI, L.P. ⁽³⁾
Common Stock								455,300	I	TCV IX TUMI (A), L.P. ⁽⁴⁾
Common Stock								86,179	I	TCV IX TUMI (B), L.P. ⁽⁵⁾
Common Stock								125,915	I	TCV IX TUMI (MF), L.P. ⁽⁶⁾

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares underlying restricted stock units ("RSUs") granted under the Issuer's 2018 Stock and Annual Incentive Plan in consideration for services rendered as a member of the Issuer's Board of Directors. Such RSUs to vest in full on the first anniversary of the grant date.
- Jay C. Hoag has sole voting and dispositive power over the RSUs he holds directly. However, TCV IX Management, L.L.C. has a right to 100% of the pecuniary interest in such RSUs. Mr. Hoag is a Member of TCV IX Management, L.L.C. Mr. Hoag disclaims beneficial ownership of such RSUs and the shares underlying such RSUs except to the extent of his pecuniary interest therein.
- These shares are directly held by TCV IX TUMI, L.P. ("TCV TUMI"). Jay C. Hoag is a Class A Member of Technology Crossover Management IX, Ltd. ("Management IX") and a limited partner of Technology Crossover Management IX, L.P. ("TCM IX"). Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV TUMI. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These shares are directly held by TCV IX TUMI (A), L.P. ("TCV TUMI A"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI A. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI A, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These shares are directly held by TCV IX TUMI (B), L.P. ("TCV TUMI B"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI B. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI B, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These shares are directly held by TCV TUMI (MF), L.P. ("TCV TUMI MF"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI MF. Mr. Hoag is also a limited partner of TCV Member Fund, L.P., which is the sole limited partner of TCV TUMI MF. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI MF, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:

Frederic D. Fenton, 06/11/2020
Authorized Signatory for Jay
C. Hoag

** 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.

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