

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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* <u>Liberty TripAdvisor Holdings, Inc.</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2021</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		
12300 LIBERTY BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ENGLEWOOD CO 80112</u>								
(City) (State) (Zip)								

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			

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)	Date Exercisable	Expiration Date						Title
0.50% Exch. Senior Debentures due 2051 (obligation to sell)	(1)(2)	04/05/2021		S(1)(2)			\$30,000,000	(2)	(3)	Common Stock, par value \$0.001 per share	429,897	\$30,000,000	\$330,000,000 ⁽⁴⁾	D	

Explanation of Responses:

- On April 5, 2021, the reporting person sold, pursuant to an option to purchase additional Debentures (as defined below) granted to the initial purchasers under a purchase agreement, dated as of March 22, 2021, \$30,000,000 aggregate principal amount of its 0.50% exchangeable senior debentures due 2051 (the "Debentures") in a private sale pursuant to Rule 144A. Each \$1,000 principal amount of Debentures is initially exchangeable for 14.3299 shares of the issuer's common stock, par value \$0.001 per share (the "Common Stock"). Upon exchange at the option of the holder or a purchase of the Debentures pursuant to a holder's put right, the reporting person may elect physical or cash settlement, or a combination thereof.
- Each Debenture is exchangeable at the option of the holder during specified periods as set forth in the Remarks section. Holders of the Debentures may put them to the reporting person on March 27, 2025, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after March 27, 2025 at any time, or (ii) in whole, but not in part, prior to March 27, 2025, after the occurrence of certain conditions or events.
- The Debentures mature on June 30, 2051.

Remarks:

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods after: (i) the calendar quarter ending December 31, 2021, if the market value of the underlying Common Stock exceeds 130% of the adjusted principal amount of the Debenture; (ii) December 31, 2021, if the trading price of a Debenture is less than 98% of the market value of the underlying Common Stock; (iii) the occurrence of a "fundamental change" or a "make-whole fundamental change" with respect to a significant reference company prior to March 27, 2025; (iv) the Debenture is called for redemption; and (v) the issuer of the Common Stock declares or makes a dividend or distribution that, pursuant to the terms of the Debentures, would reduce the principal amount of the Debentures to \$0.00 or such principal amount is otherwise reduced to \$0.00. The Debentures are also exchangeable at any time after March 1, 2025 until the close of business on the second scheduled trading day immediately preceding March 27, 2025, and at any time after April 1, 2051 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Debentures.

Liberty TripAdvisor Holdings, Inc. By: /s/ Brittany A. Uthoff
Name: Brittany A. Uthoff Title: 04/06/2021
Vice President

** 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.