

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Gouvalaris Geoffrey</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chief Accounting Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2019</u>					
400 1ST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEEDHAM MA 02494</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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								560	D	

**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					
Stock Option	\$59.61							02/15/2017 <sup>(1)</sup>	02/22/2026	Common Stock, Par Value \$.001 Per Share		1,480		D
Stock Option	\$93.42							02/15/2015 <sup>(1)</sup>	02/15/2024	Common Stock, Par Value \$.001 Per Share		425		D
Stock Option	\$93.42							02/15/2015 <sup>(1)</sup>	02/21/2024	Common Stock, Par Value \$.001 Per Share		930		D
Stock Option	\$38.15							02/15/2019 <sup>(1)</sup>	02/22/2028	Common Stock, Par Value \$.001 Per Share		3,144		D
Stock Option	\$86.36							02/15/2016 <sup>(1)</sup>	02/26/2025	Common Stock, Par Value \$.001 Per Share		423		D
Stock Option	\$41.77							02/15/2014 <sup>(1)</sup>	02/27/2023	Common Stock, Par Value \$.001 Per Share		2,732		D

**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	Amount or Number of Shares				
Stock Option	\$39.31							06/15/2018 <sup>(1)</sup>	02/27/2027	Common Stock, Par Value \$.001 Per Share	1,961		1,961	D	
Stock Option	\$50.63							02/15/2020 <sup>(1)</sup>	02/27/2029	Common Stock, Par Value \$.001 Per Share	3,360		3,360	D	
Stock Option	\$39.31							02/15/2018 <sup>(1)</sup>	02/27/2027	Common Stock, Par Value \$.001 Per Share	4,114		4,114	D	
Stock Option	\$36.7							02/15/2013 <sup>(1)</sup>	05/04/2022	Common Stock, Par Value \$.001 Per Share	5,000		5,000	D	
Restricted Stock Units	\$0							02/15/2017 <sup>(2)</sup>	02/16/2020	Common Stock	639		639	D	
Restricted Stock Units	\$0							02/15/2019 <sup>(2)</sup>	02/16/2022	Common Stock	2,616		2,616	D	
Restricted Stock Units	\$0							02/15/2018 <sup>(2)</sup>	02/16/2021	Common Stock	2,155		2,155	D	
Restricted Stock Units	\$0							06/15/2018 <sup>(2)</sup>	06/16/2021	Common Stock	1,782		1,782	D	
Restricted Stock Units	\$0							02/15/2020 <sup>(2)</sup>	02/16/2023	Common Stock	3,628		3,628	D	

**Explanation of Responses:**

1. Date at which first vesting occurs is indicated. One-fourth of the total number of stock options vest on the first vesting date and an additional one-fourth vest on each anniversary thereafter, until the stock options are fully vested.
2. Date at which first vesting occurs is indicated. One-fourth of the total number of RSUs vest on the first vesting date and an additional one-fourth vest on each anniversary thereafter, until the RSUs are fully vested. Upon vesting, shares will be issued on a one-for-one basis.

/s/ Linda C. Frazier, attorney in fact 12/17/2019

\*\* 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.**

**Tripadvisor, Inc.**

**Power of Attorney  
for Executing Forms 3, 4 and 5**

Know all men by these presents, that the undersigned, director or officer, or both, of Tripadvisor, Inc., hereby constitutes and appoints each of Linda C Frazier, Seth J. Kalvert, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Tripadvisor, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Tripadvisor, Inc. unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 16<sup>th</sup> day of December, 2019

/s/ Geoff Gouvalaris  
Geoff Gouvalaris