

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 9, 2020

TRIPADVISOR, INC.  
(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-35362  
(Commission File Number)

80-0743202  
(IRS Employer  
Identification No.)

400 1st Avenue  
Needham, MA 02494  
(Address of Principal Executive Offices) (Zip Code)

(781) 800-5000

Registrant's Telephone Number, Including Area Code

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	TRIP	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of Tripadvisor, Inc., a Delaware corporation (the “Company”), was held on June 9, 2020 (the “Annual Meeting”). According to the inspector of elections, the stockholders present by proxy represented 97,718,111 shares of common stock (generally entitled to one vote per share) and 12,799,999 shares of Class B common stock (generally entitled to ten votes per share). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each proposal voted upon at the Annual Meeting are set forth below.

**Proposal 1—Election of Directors.** The stockholders voted on the election of nine directors of the Company, six of whom were elected by holders of common stock and Class B common stock voting together as a single class (“Combined Stock Nominees”), and three of whom were elected by holders of common stock only (“Common Stock Nominees”), each to serve for a one-year term from the date of his or her election and until such director’s successor is elected or until such director’s earlier resignation or removal. Stockholders voted as follows:

<u>Nominee</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
<u>Combined Stock Nominees</u>			
Gregory B. Maffei	175,797,633	42,290,334	7,630,134
Stephen Kaufer	198,225,844	19,862,123	7,630,134
Jay C. Hoag	174,079,814	44,008,153	7,630,134
Betsy L. Morgan	194,803,946	23,284,021	7,630,134
M. Greg O’Hara	193,804,336	24,283,631	7,630,134
Albert Rosenthaler	191,646,682	26,441,285	7,630,134
<u>Common Stock Nominees</u>			
Trynka Shineman Blake	88,498,026	1,589,951	7,630,134
Jeremy Philips	88,424,390	1,663,587	7,630,134
Robert S. Wiesenthal	88,420,762	1,667,215	7,630,134

Accordingly, the foregoing nominees were elected to the Company’s board of directors.

The Company's Board of Directors previously determined that, upon each director's election to the Board of Directors at the Annual Meeting, the composition of each of the committees of the Board of Directors would be as follows:

Name	Audit Committee	Compensation Committee	Section 16 Committee	Executive Committee
Gregory B. Maffei	—	X	—	X
Trynka Shineman Blake*	X	—	—	—
Jay C. Hoag*	—	Chair	Chair	—
Stephen Kaufer	—	—	—	X
Betsy L. Morgan*	—	X	X	—
Jeremy Philips*	X	—	—	—
M. Greg O'Hara	—	—	—	—
Albert Rosenthaler	—	—	—	—
Robert S. Wiesenthal*	Chair	—	—	—

\* Independent director

**Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm.** The stockholders voted on the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020. The stockholders voted as follows:

For	Against	Abstain	Broker Non-Votes
225,170,525	325,735	221,841	0

Accordingly, the appointment of independent registered public accounting firm was ratified.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**TRIPADVISOR, INC.**

Date: June 15, 2020

By: \_\_\_\_\_ /S/ SETH J. KALVERT

**Seth J. Kalvert**  
**Senior Vice President, General Counsel and Secretary**