(Last)

(First)

C/O CERTARES MANAGEMENT LLC

(Middle)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

See Footnotes(2)(3)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or S	ection :	30(h) c	of the	Inves	stment	Compa	ny Act o	of 1940	)							
1. Name and Address of Reporting Person*  Certares LTRIP LLC					2. Issuer Name <b>and</b> Ticker or Trading Symbol TripAdvisor, Inc. [TRIP]							5. Relationship of Reporting Person(s) to Is (Check all applicable)  X Director 10% Ox				,					
(Last) (First) (Middle)  C/O CERTARES MANAGEMENT LLC					3. Date of Earliest Transaction (Month/Day/Year) 06/09/2020  4. If Amendment, Date of Original Filed (Month/Day/Year)													ther (sp elow)	er (specify w)		
350 MADISON AVENUE, 8TH FLOOR  (Street)  NEW YORK NY 10017			4. If										6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person								
(City)	(St	tate) (2	Zip)																		
			_	n-Deriva	_			_		ed, E	_							T			
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				Year) if an		Deemed cution Date, ny nth/Day/Year)		3. Transaction Code (Instr. 8)		5)		D) (Instr. 3, 4 and		Beneficially Owned Follow Reported		owing	Form: Dir (D) or Indirect (I (Instr. 4)		7. Natui Indirect Benefic Owners (Instr. 4	ficial ership	
Common	Stock			0.000/0.000					Code	V	Amoun	, (	(A) or Price		Transaction( (Instr. 3 and		4)		See		
Common	Stock			6/09/202					A		7,858 <sup>(1)</sup>		A	\$0.00				I		Footnote	
		Та		Derivat (e.g., pu												wne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	nversion Date Exercise (Month/Day/Year) i ce of civative		A. Deemed :xecution Date, f 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)		Expiration Date		ate		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followir Reporte Transac (Instr. 4)	ative rities ficially ed wing rted saction(s)	10. Owne Form: Direct or Ind (I) (Ins	rship (D) irect	11. Natu of Indire Benefic Owners (Instr. 4)
					Code	v	(A)	(D)	Da:	te ercisab		iration e	Title	Amoun or Numbe of Shares	r						
1	nd Address o	f Reporting Person*			,						,		•	,					,		
		(First) IANAGEMENT ENUE, 8TH FL		idle)																	
(Street) NEW Y	ORK	NY	100	)17																	
(City)		(State)	(Zip)	)																	
	nd Address o Michael	f Reporting Person <sup>*</sup> <u>Gregory</u>	:																		
		(First) IANAGEMENT ENUE, 8TH FL	LLC	idle)																	
(Street) NEW Y	ORK		100	)17																	
(City)		(State)	(Zip)	)																	
	nd Address o	f Reporting Person*																			

,	AVENUE, 8TH F	LOOR						
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>Certares Holdings (Blockable) LLC</u>								
(Last)	(First)	(Middle)						
C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR								
(Street)								
NEW YORK	NY	10017						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     Certares Holdings (Optional) LLC								
(Last)	(First)	(Middle)						
C/O CERTARES		_						
,								
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     Certares Management LLC								
(Last)	(First)	(Middle)						
(Last) 350 MADISON								
	AVENUE, 8TH F							
350 MADISON (Street)	AVENUE, 8TH F	LOOR						
350 MADISON (Street) NEW YORK	NY  (State) s of Reporting Perso	10017 (Zip)						
350 MADISON (Street) NEW YORK (City)  1. Name and Address	NY  (State) s of Reporting Perso	10017 (Zip)						
(Street) NEW YORK (City)  1. Name and Address Clementine In	NY  (State) s of Reporting Personsestments LL  (First) MANAGEMEN	LOOR  10017  (Zip)  on* C  (Middle) T LLC						
350 MADISON (Street) NEW YORK (City)  1. Name and Addres Clementine In (Last) C/O CERTARES	NY  (State) s of Reporting Personsestments LL  (First) MANAGEMEN	LOOR  10017  (Zip)  on* C  (Middle) T LLC						
350 MADISON (Street) NEW YORK (City) 1. Name and Address Clementine In (Last) C/O CERTARES 350 MADISON (Street)	NY  (State) s of Reporting Person exestments LL  (First) MANAGEMEN AVENUE, 8TH F	LOOR  10017  (Zip)  n*  C  (Middle)  T LLC  LOOR						
(Street) NEW YORK (City)  1. Name and Addres Clementine In (Last) C/O CERTARES 350 MADISON (Street) NEW YORK	AVENUE, 8TH F  NY  (State) s of Reporting Person (State)  (First) MANAGEMEN AVENUE, 8TH F  NY  (State) s of Reporting Person	LOOR  10017  (Zip)  m*  C  (Middle)  T LLC  LOOR  10017  (Zip)						
(Street) NEW YORK (City)  1. Name and Addres Clementine In (Last) C/O CERTARES 350 MADISON (Street) NEW YORK (City)  1. Name and Addres	NY  (State) s of Reporting Person (Street) (First) MANAGEMEN AVENUE, 8TH F  NY  (State) s of Reporting Person (State) (First)	LOOR  10017  (Zip)  n*  C  (Middle)  T LLC  LOOR  10017  (Zip)  n*  (Middle)						
(Street) NEW YORK  (City)  1. Name and Addres  Clementine Ir  (Last) C/O CERTARES 350 MADISON  (Street) NEW YORK  (City)  1. Name and Addres  Pemrose Corp	AVENUE, 8TH F  NY  (State) s of Reporting Person (First) MANAGEMEN AVENUE, 8TH F  NY  (State) s of Reporting Person (First) MANAGEMEN  (First)	LOOR  10017  (Zip)  (Middle)  T LLC  LOOR  10017  (Zip)  (Middle)  T LLC						
(Street) NEW YORK (City)  1. Name and Addres Clementine Ir (Last) C/O CERTARES 350 MADISON (Street) NEW YORK (City)  1. Name and Addres Pemrose Corp (Last) C/O CERTARES	AVENUE, 8TH F  NY  (State) s of Reporting Person (First) MANAGEMEN AVENUE, 8TH F  NY  (State) s of Reporting Person (First) MANAGEMEN  (First)	LOOR  10017  (Zip)  (Middle)  T LLC  LOOR  10017  (Zip)  (Middle)  T LLC						
350 MADISON (Street) NEW YORK (City)  1. Name and Addres Clementine Ir (Last) C/O CERTARES 350 MADISON (Street) NEW YORK (City)  1. Name and Addres Pemrose Corp (Last) C/O CERTARES 350 MADISON (Street)	AVENUE, 8TH F  NY  (State) s of Reporting Person (State) (First) MANAGEMEN AVENUE, 8TH F  NY  (State) s of Reporting Person (State) s of Reporting Person (State) MANAGEMEN AVENUE, 8TH F	LOOR  10017  (Zip)  (Middle)  T LLC  LOOR  10017  (Zip)  n*  (Middle)  T LLC  LOOR						
350 MADISON (Street) NEW YORK (City)  1. Name and Addres Clementine In (Last) C/O CERTARES 350 MADISON (Street) NEW YORK (City)  1. Name and Addres Pemrose Corp (Last) C/O CERTARES 350 MADISON (Street) NEW YORK	(State) s of Reporting Person (First) MANAGEMEN AVENUE, 8TH F  NY (State) s of Reporting Person (First) MANAGEMEN AVENUE, 8TH F  NY (State) s of Reporting Person (State) s of Reporting Person	LOOR  10017  (Zip)  (Middle)  T LLC  LOOR  10017  (Zip)  On*  (Middle)  T LLC  LOOR  10017  (Zip)  On*						

C/O CERTARES MANAGEMENT LLC 350 MADISON AVENUE, 8TH FLOOR					
(Street) NEW YORK	NY	10017			
(City)	(State)	(Zip)			

## **Explanation of Responses:**

- 1. Represents shares underlying restricted stock units ("RSUs") granted under the Issuer's 2018 Stock and Annual Incentive Plan to M. Gregory O'Hara 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.
- 2. Mr. O'Hara is an employee of Certares Management LLC or one of its affiliates. Pursuant to policies of Certares Management LLC and its affiliates (collectively, "Certares"), Mr. O'Hara holds such securities for the benefit of Certares, including one or more of the Reporting Persons.
- 3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a) (4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

## Remarks:

/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES LTRIP LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS (BLOCKABLE) LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES HOLDINGS (OPTIONAL) LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CERTARES MANAGEMENT LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for CLEMENTINE INVESTMENTS LLC	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for PEMROSE CORPORATION	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for MICHAEL GREGORY O'HARA	06/11/2020
/s/ Linda C. Frazier as Attorney-in-Fact for COLIN M. FARMER	06/11/2020
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.