SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average b	urden
hours per response:	0.5

11. Nature

to Section 16.	x if no longer subject Form 4 or Form 5 ay continue. <i>See</i>)).	STATE	Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 or Section 30(h) of the Investment Company Act of 1940		Estimated hours per r	average burden
1. Name and Add	ress of Reporting F ATRYN	Person*	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc.</u> [TRIP]	(Check all ap X Dire	plicable) ctor	erson(s) to Issuer 10% Owner
(Last) (First) (Middle) C/O TRIPADVISOR, INC. 400 1ST AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2021	belo	cer (give title w)	Other (specify below)
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	or Joint/Group Fili n filed by One Re	ng (Check Applicable porting Person
NEEDHAM (City)	MA (State)	02494 (Zip)		Forr Pers		an One Reporting
		Table I - Non-De	privative Securities Acquired, Disposed of, or Ben	eficially Owr	ned	

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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock ⁽¹⁾	06/08/2021		A		6,002	Α	\$ <mark>0</mark>	13,860	D		

	Tal			 ired, Disposed of, options, convertib		d	
onversion	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction	6. Date Exercisable and Expiration Date	7. Title and Amount of	9. Number of derivative	10. Owners

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		Deriv Secu Acqu (A) of Dispo of (D)	rities ired r osed) : 3, 4			nth/Day/Year) Securities		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

1. Title of 2.

1. Represents shares underlying RSUs granted under the Issuer's 2018 Stock and Annual Incentive Plan in connection with such individual's election to the Issuer's Board of Directors on June 8, 2021. Such RSUs vest in full on June 8, 2022.

<u>/s/ Linda C. Frazier, attorney</u>	06/10/2021
	00/10/2021
in fact	

** 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.