

TripAdvisor, Inc.
Form 3/A
February 26, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Seidenberg Barrie | | (Month/Day/Year) | TripAdvisor, Inc. [TRIP] | |
| (Last) | (First) | (Middle) | 02/05/2015 | |
| C/O TRIPADVISOR, INC., Â 141 NEEDHAM STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 02/17/2015 |
| | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | CEO, Viator, Inc. | <input type="checkbox"/> Form filed by More than One Reporting Person |
| NEWTON, Â MA Â 02464 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------------|--------------|--------|----------|----------------------------------|---|
| Stock Option (Right to Buy) | 08/17/2014 ⁽¹⁾ | 02/17/2021 | Common Stock | 286 | \$ 11.06 | D | Â |
| Restricted Stock Units | 08/08/2015 ⁽²⁾ | Â ⁽³⁾ | Common Stock | 5,293 | \$ 0 | D | Â |
| Restricted Stock Units | 08/08/2015 ⁽⁴⁾ | Â ⁽⁵⁾ | Common Stock | 10,587 | \$ 0 | D | Â |
| Stock Option (Right to Buy) | 08/08/2014 | 04/11/2016 | Common Stock | 19,902 | \$ 3.67 | D | Â |
| Stock Option (Right to Buy) | 08/08/2015 ⁽⁶⁾ | 08/08/2024 | Common Stock | 11,215 | \$ 95.29 | D | Â |
| Stock Option (Right to Buy) | 08/25/2014 ⁽⁷⁾ | 05/09/2023 | Common Stock | 4,755 | \$ 21.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Seidenberg Barrie C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON,Â MAÂ 02464 | Â | Â | Â CEO, Viator, Inc. | Â |

Signatures

/s/ Linda C. Frazier, attorney
in fact

02/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Of such stock options, 245 are currently exercisable and 41 become exercisable on February 17, 2015. This amendment is being filed to include these stock options which were inadvertently omitted from the original filing.
- (2) Of such restricted share units, or RSUs, 1,324 vest on August 8, 2015 and 1,323 vest on each of August 8, 2016, August 8, 2017 and August 8, 2018.
- (3) Shares will be issued shortly following vesting.
- (4) Of such RSUs, 2,647 vest on each of August 8, 2015, August 8, 2016 and August 8, 2017 and 2,646 vest on August 8, 2018.
- (5) Shares will be issued shortly following vesting.
- (6) Of such stock options, 2,804 become exercisable on each of August 8, 2015, August 8, 2016 and August 8, 2017 and 2,803 become exercisable on August 8, 2018.
- (7) Of such stock options, 920 options are currently exercisable, and the remaining balance of 3,835 vest in equal monthly installments commencing February 25, 2015 and through February 25, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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