

TripAdvisor, Inc.
Form 3
March 10, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Â Watson Noel Bertram
(Last) (First) (Middle)

C/O TRIPADVISOR,
INC.,Â 400 1ST AVENUE

(Street)

NEEDHAM,Â MAÂ 02494

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/29/2016

3. Issuer Name and Ticker or Trading Symbol
TripAdvisor, Inc. [TRIP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Accounting Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)

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 control number.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Stock Option (Right to Buy)	02/15/2013 ⁽¹⁾	05/04/2022	Common Stock	6,250	\$ 40.2	D	Â
Stock Option (Right to Buy)	02/15/2014 ⁽²⁾	02/27/2023	Common Stock	7,247	\$ 45.27	D	Â
Stock Option (Right to Buy)	02/15/2015 ⁽³⁾	02/21/2024	Common Stock	3,348	\$ 96.92	D	Â
Stock Option (Right to Buy)	02/15/2016 ⁽⁴⁾	02/26/2025	Common Stock	1,907	\$ 89.86	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,143	\$ 0	D	Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Stock	992	\$ 0	D	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	1,314	\$ 0	D	Â
Restricted Stock Units	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	4,099	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Linda C. Frazier, attorney
in fact

03/10/2016

**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) All of such options are currently exercisable.
- (2) Of such options, 3,832 are currently exercisable and 3,415 become exercisable on February 15, 2017.
- (3) Of such options, 1,674 are currently exercisable and 837 become exercisable on each of February 15, 2017 and February 15, 2018.
- (4) Of such options, 477 are currently exercisable and 477 will become exercisable on each of February 15, 2017 and February 15, 2018, and the remaining 476 will become exercisable on February 15, 2019.
- (5) The restricted stock units, or RSUs, will vest on February 15, 2017. Shares will be delivered on a one-for-one basis.
- (6) Of such RSUs, 496 will vest on each of February 15, 2017 and February 15, 2018. Shares will be delivered on a one-for-one basis.
- (7)

Edgar Filing: TripAdvisor, Inc. - Form 3

Of such RSUs, 438 vest on each of February 15, 2017, February 15, 2018 and February 15, 2019. Shares will be delivered on a one-for-one basis.

- (8) Of such RSUs, 2,049 will vest on October 31, 2016, 1,024 will vest on October 31, 2017 and 1,026 will vest on October 31, 2018. Shares will be delivered on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.