

TripAdvisor, Inc.
Form 3/A
February 24, 2015

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 Halpin Dermot
(Last) (First) (Middle)

C/O TRIPADVISOR,
INC.,Â 141 NEEDHAM
STREET

(Street)

NEWTON,Â MAÂ 02464

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/05/2015

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)
President, Vacation Rentals

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

02/17/2015

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)

Common Stock, Par Value \$.001 Per Share 2,360

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

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

5. Ownership Form of Derivative Security:

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | 02/15/2015 ⁽¹⁾ | Â ⁽²⁾ | Common Stock | 3,215 | \$ 0 | D | Â |
| Restricted Stock Units | 02/15/2015 ⁽³⁾ | Â ⁽⁴⁾ | Common Stock | 3,869 | \$ 0 | D | Â |
| Stock Option (Right to Buy) | 11/30/2012 ⁽⁵⁾ | 11/30/2018 | Common Stock | 47,190 | \$ 29.48 | D | Â |
| Stock Option (Right to Buy) | 02/01/2016 ⁽⁶⁾ | 02/27/2020 | Common Stock | 66,667 | \$ 45.27 | D | Â |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁷⁾ | 02/27/2020 | Common Stock | 33,333 | \$ 45.27 | D | Â |
| Stock Option (Right to Buy) | 02/15/2014 ⁽⁸⁾ | 02/27/2023 | Common Stock | 19,213 | \$ 45.27 | D | Â |
| Stock Option (Right to Buy) | 02/15/2015 ⁽⁹⁾ | 02/21/2024 | Common Stock | 7,973 | \$ 96.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Halpin Dermot C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464 | Â | Â | Â President, Vacation Rentals | 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 RSUs, 1,072 vest on February 15, 2015, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017. This amendment is being filed to accurately reflect this vesting schedule.
 - (2) Shares will be issued shortly after vesting.
 - (3) Of such RSUs, 968 vest on February 15, 2015 and 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018. This amendment is being filed to accurately reflect this vesting schedule.
 - (4) Shares will be issued shortly following vesting.
 - (5) Of such options, 23,595 are currently exercisable and 23,595 become exercisable on November 29, 2015.
 - (6) All of such options become exercisable on February 1, 2016.

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- (7) All of such options are currently exercisable.
- (8) Of such options, 6,405 are currently exercisable, and 6,404 become exercisable on each of February 15, 2016 and February 15, 2017.
- (9) Of such options, 1,994 are currently exercisable and 1,993 become exercisable on each of February 15, 2016, February 15, 2017 and February 15, 2018.

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.