

HOAG JAY C
Form 3
February 02, 2018

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 *
 Â HOAG JAY C
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/31/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O TECHNOLOGY
CROSSOVER
VENTURES,Â 528 RAMONA
STREET
 (Street)

(Check all applicable)

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

PALO ALTO,Â CAÂ 94301
 (City) (State) (Zip)

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)
Common Stock	1,613,606	I	TCV IX TUMI, L.P. ⁽¹⁾
Common Stock	455,300	I	TCV IX TUMI (A), L.P. ⁽²⁾
Common Stock	86,179	I	TCV IX TUMI (B), L.P. ⁽³⁾
Common Stock	125,915	I	TCV IX TUMI (MF), L.P. ⁽⁴⁾

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)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
			Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			

Signatures

By: Frederic D. Fenton, Authorized Signatory for Jay C.
Hoag

01/31/2018

**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).

These shares are directly held by TCV IX TUMI, L.P. ("TCV TUMI"). Jay C. Hoag is a Class A Member of Technology Crossover Management IX, Ltd. ("Management IX") and a limited partner of Technology Crossover Management IX, L.P. ("TCM IX").

- (1) Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI (A), L.P. ("TCV TUMI A"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI A. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI A, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (2) L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI A. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI A, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI (B), L.P. ("TCV TUMI B"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI B. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI B, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI B. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI B, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV TUMI (MF), L.P. ("TCV TUMI MF"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI MF. Mr. Hoag is also a limited partner of TCV Member Fund, L.P., which is the sole limited partner of TCV TUMI MF. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI MF, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (4) L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI MF. Mr. Hoag is also a limited partner of TCV Member Fund, L.P., which is the sole limited partner of TCV TUMI MF. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI MF, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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Remarks:

Exhibit 24 power of attorney filed herewith.

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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.