

TripAdvisor, Inc.
Form 3/A
February 26, 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 Seidenberg Barrie

(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)

CEO, Viator, Inc.

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)

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

4. Conversion
or Exercise
Price of
Derivative
Security

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

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

Edgar Filing: TripAdvisor, Inc. - Form 3/A

				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.

Edgar Filing: TripAdvisor, Inc. - Form 3/A

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.