

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

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)

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

D Â

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,Â MAÂ 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.

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