

Kalvert Seth J
 Form 4
 February 20, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Kalvert Seth J

(Last) (First) (Middle)

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

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, GC, Sec.

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 02/15/2018 | | M | | 991 A \$ 40.72 | D | |
| Common Stock | 02/15/2018 | | M | | 2,225 A \$ 40.72 | D | |
| Common Stock | 02/15/2018 | | M | | 3,367 A \$ 40.72 | D | |
| Common Stock | 02/15/2018 | | M | | 4,380 A \$ 40.72 | D | |
| Common Stock | 02/15/2018 | | F | | 292 D \$ 40.72 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|------------------------|--------|---|
| Common Stock | 02/15/2018 | F | 730 | D | \$ 40.72 | 10,616 | D |
| Common Stock | 02/15/2018 | F | 983 | D | \$ 40.72 | 9,633 | D |
| Common Stock | 02/15/2018 | F | 1,290 | D | \$ 40.72 | 8,343 | D |
| Common Stock | 02/16/2018 | D ⁽¹⁾ | 7,668 | D | \$ 42.32 <u>(2)</u> | 675 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 991 | 02/15/2015 | 02/15/2019 | Common Stock | 991 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 2,225 | 02/15/2016 | 02/15/2020 | Common Stock | 2,225 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 3,367 | 02/15/2017 | 02/15/2020 | Common Stock | 3,367 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 4,380 | 02/15/2018 | 02/16/2021 | Common Stock | 4,380 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kalvert Seth J C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494 | | | SVP, GC, Sec. | |

Signatures

| | |
|---|------------|
| /s/ Linda C. Frazier, attorney in fact | 02/20/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The transactions were effected pursuant to a Rule 10b5-1 trading plan previously entered into by the reporting person.
- The transaction was executed in multiple trades with a weighted average sales price of \$42.32 per share. The reporting person undertakes
- (2) to provide information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer.

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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