

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Certares LTRIP LLC</u>  (Last) (First) (Middle) <u>C/O CERTARES MANAGEMENT LLC</u> <u>350 MADISON AVENUE, 8TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2023		A		15,105	A	\$0.00	44,587	I	See Footnotes <sup>(1)</sup> <sup>(2)(3)</sup>
Common Stock								1,713,859	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Certares LTRIP LLC  
 (Last) (First) (Middle)  
C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Certares Holdings LLC  
 (Last) (First) (Middle)  
C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certaes Holdings \(Blockable\) LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certaes Holdings \(Optional\) LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Certaes Management LLC](#)

(Last) (First) (Middle)

350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Clementine Investments LLC](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pemrose Corp](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[OHara Michael Gregory](#)

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC  
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

FARMER COLIN MICHAEL

(Last) (First) (Middle)

C/O CERTARES MANAGEMENT LLC
350 MADISON AVENUE, 8TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

- 1. Represents securities granted under Tripadvisor, Inc. stock and annual incentive plan to Mr. O'Hara in connection to his election to the Board of Directors on June 6, 2023. Such RSUs vest in full on June 6, 2024. Mr. O'Hara is an employee of Certares Management LLC or one of its affiliates. Pursuant to policies of Certares Management LLC and its affiliates (collectively, "Certares"), Mr. O'Hara holds such securities for the benefit of Certares, including one or more of the Reporting Persons.
2. Reflects securities held directly by Certares LTRIP LLC. Certares Holdings LLC, Certares Holdings (Blockable) LLC and Certares Holdings (Optional) LLC are members of Certares LTRIP LLC. Certares Management LLC is the manager of each of Certares LTRIP LLC, Certares Holdings LLC, Certares Holdings (Blockable) LLC and Certares Holdings (Optional) LLC. Certares Management LLC is controlled by Clementine Investments LLC, an entity controlled by M. Gregory O'Hara, and Pemrose Corporation, an entity wholly-owned by Colin Farmer. Mr. O'Hara serves as a director of the Issuer and each of the Reporting Persons may be deemed to be a director by deputization of the Issuer.
3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

CERTARES LTRIP LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CERTARES HOLDINGS LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CERTARES HOLDINGS (BLOCKABLE) LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CERTARES HOLDINGS (OPTIONAL) LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CERTARES MANAGEMENT LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CERTARES LTRIP LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
CLEMENTINE INVESTMENTS LLC, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
PEMROSE CORPORATION, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
MICHAEL GREGORY O'HARA, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023
COLIN M. FARMER, By: /s/ Linda C. Frazier as Attorney-in-Fact 06/08/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.