
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): February 6, 2013

TRIPADVISOR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35362
(Commission
File Number)

80-0743202
(I.R.S. Employer
Identification No.)

141 Needham Street
Newton, MA 02464
(Address of principal executive offices) (Zip code)

(617) 670-6300
Registrant's telephone number, including area code

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Changes in Board Composition

On February 6, 2013, William R. Fitzgerald and Michael Zeisser tendered their resignations as members of the Board of Directors (the “Board”) of TripAdvisor, Inc. (“TripAdvisor”), to be effective immediately prior to the election of a Liberty Interactive Corporation (“Liberty”) designee to fill the vacancy created by their respective resignations.

Pursuant to the Governance Agreement, dated as of December 20, 2011 (the “Governance Agreement”) to which TripAdvisor and Liberty are party, Liberty (which is the controlling stockholder of TripAdvisor) currently has the contractual right to nominate two directors for election to the Board, so long as certain stock ownership requirements are satisfied. Liberty also has the contractual right to designate a replacement director to fill the vacancy created by the resignation of either Messrs. Fitzgerald or Zeisser, and Liberty has designated Mr. Gregory B. Maffei, its President, CEO and Director, and Mr. Christopher W. Shean, its Senior Vice President and Chief Financial Officer, as such replacement directors.

On February 12, 2013, Messrs. Maffei and Shean were elected to the Board. In addition, Mr. Maffei was elected Chairman of the Board and designated to serve on the Compensation Committee of the Board and the Executive Committee of the Board, and Mr. Shean was designated to serve on the Executive Committee of the Board. Immediately prior to the election of Messrs. Maffei and Shean to the Board, the respective resignations of Messrs. Fitzgerald and Zeisser became effective.

On February 7, 2013, Victor Kaufman and Dara Khosrowshahi tendered their resignations as members of the Board, to be effective immediately. The Company is currently conducting a search to fill vacancies on the Board created by the resignations of Messrs. Kaufman and Khosrowshahi.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 12, 2013, the Board adopted Amendment No. 1 to the Amended and Restated By-Laws of TripAdvisor (“Amendment No. 1”), which amended the provisions relating to the Chairman of the Board, to be effective immediately. A copy of Amendment No. 1 is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 1 to the Amended and Restated By-Laws of TripAdvisor, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRIPADVISOR, INC.

By: /s/ Seth J. Kalvert

Seth J. Kalvert

Senior Vice President, General Counsel and Secretary

Dated: February 12, 2013

EXHIBIT INDEX

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AMENDMENT NO. 1 TO THE
AMENDED AND RESTATED BY-LAWS
OF TRIPADVISOR, INC.

WHEREAS, in accordance with Article XI of the Amended and Restated By-Laws (the “By-Laws”) of TripAdvisor, Inc. (the “Corporation”), the By-Laws are hereby amended as follows:

1. Article IV of the By-Laws be, and hereby is, amended so that, as amended, it reads in its entirety as follows:

“ARTICLE IV

OFFICERS

Section 1. Number and Salaries. The elected officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and agents as may be deemed necessary by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2. Election and Term of Office. The elected officers of the Corporation shall be elected by the Board of Directors at the first meeting of the Board of Directors following the stockholders’ annual meeting, and shall serve for a term of one (1) year and until a successor is elected by the Board of Directors. Unless otherwise provided in the Certificate of Incorporation or these By-Laws, any officer appointed by the Board of Directors may be removed, with or without cause, at any time by the Board of Directors. Each officer shall hold his office until his successor is appointed or until his earlier resignation, removal from office, or death. All officers elected by the Board of Directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this Article IV. Such officers shall also have such powers and duties as from time to time may be conferred by the Board of Directors or by any committee thereof. The Board or any committee thereof may from time to time elect such other officers (including a Chief Financial Officer and one or more Vice Presidents) and such agents, as may be necessary or desirable for the conduct of the business of the Corporation. Such other officers and agents shall have such duties and shall hold their offices for such terms as shall be provided in these By-Laws or as may be prescribed by the Board or such committee, as the case may be.

Section 3. The Chairman of the Board. Except as otherwise provided in the Certificate of Incorporation, the Chairman shall be elected by the Board of Directors from their own numbers and shall preside at all meetings of the stockholders and of the Board of Directors. The Chairman shall perform such duties and possess such powers as are customarily vested in the office of the Chairman of the Board or as may be vested in him by the Board of Directors. During the time of any vacancy in the office of the Chief Executive Officer (the “CEO”) or in the event of the absence or disability of the CEO, the Chairman shall have the duties and powers of the CEO unless otherwise determined by the Board of Directors. In no event shall any third party having dealings with the Corporation be bound to inquire as to any facts required by the terms of this Section 3 for the exercise by the Chairman of the powers of the CEO. The Chairman shall be empowered to sign all certificates, contracts and other instruments of the Corporation, and to do all acts that are authorized by the Board of Directors, and shall, in general, have such other duties and responsibilities as are assigned consistent with the authority of a Chairman of the Board of a corporation. In addition, the Board of Directors may designate by resolution one or more Vice Chairmen of the Board with such duties as may from time to time be requested by the Board of Directors.

Section 4. The Chief Executive Officer. The CEO shall be responsible for the general management of the affairs of the Corporation and shall perform all duties incidental to his office. The CEO shall be empowered to sign all certificates, contracts and other instruments of the Corporation, and to do all acts that are authorized by the Board of Directors, and shall, in general, have such other duties and responsibilities as are assigned consistent with the authority of a Chief Executive Officer of a corporation.

Section 5. The President. The Board of Directors may elect a President to have such duties and responsibilities as from time to time may be assigned to him by the Board of Directors. The President shall be empowered to sign all certificates, contracts and other instruments of the Corporation, and to do all acts which are authorized by the Board of Directors, and shall, in general, have such other duties and responsibilities as are assigned consistent with the authority of a President of a corporation.

Section 6. Chief Financial Officer. The Chief Financial Officer (if any) shall act in an executive financial capacity. The Chief Financial Officer shall assist the CEO and the President in the general supervision of the Corporation's financial policies and affairs. The Chief Financial Officer shall be empowered to sign all certificates, contracts and other instruments of the Corporation, and to do all acts which are authorized by the Board of Directors, and shall, in general, have such other duties and responsibilities as are assigned consistent with the authority of a Chief Financial Officer of a corporation.

Section 7. Vice Presidents. The Board of Directors may from time to time name one or more Vice Presidents that may include the designation of Executive Vice Presidents and Senior Vice Presidents all of whom shall perform such duties as from time to time may be assigned to him by the Board of Directors.

Section 8. The Secretary. The Secretary shall keep the minutes of the proceedings of the stockholders and the Board of Directors; the Secretary shall give, or cause to be given, all notices in accordance with the provisions of these By-Laws or as required by law, shall be custodian of the corporate records and of the seal of the Corporation, and, in general, shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities, shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.”

The foregoing Amendment No. 1 to the Amended and Restated By-Laws of TripAdvisor, Inc. was adopted by the Board of Directors on February 12, 2013.