

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Hoag Jay C</u> <hr/> (Last) (First) (Middle) 250 MIDDLEFIELD ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 06/11/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 <sup>(1)</sup>	06/11/2024		A		13,616 <sup>(1)</sup>	A	\$0	68,674	D <sup>(2)</sup>	
Common Stock								1,613,606	I	TCV IX, L.P. <sup>(3)</sup>
Common Stock								455,300	I	TCV IX (A) Opportunities, L.P. <sup>(4)</sup>
Common Stock								86,179	I	TCV IX (B), L.P. <sup>(5)</sup>
Common Stock								125,915	I	TCV Member Fund, L.P. <sup>(6)</sup>

**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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

**Explanation of Responses:**

- Represents shares underlying Restricted Stock Units ("RSUs") granted under TripAdvisor, Inc. stock and annual incentive plan in connection with such individual's election to the Board of Directors on June 11, 2024. Such RSUs vest in full on June 11, 2025.
- Jay C. Hoag has sole voting and dispositive power over the RSUs he holds directly. However, TCV IX Management, L.L.C. has a right to 100% of the pecuniary interest in such RSUs. Mr. Hoag is a Member of TCV IX Management, L.L.C. Mr. Hoag disclaims beneficial ownership of such RSUs and the shares underlying such RSUs except to the extent of his pecuniary interest therein.
- These shares are directly held by TCV IX, L.P. ("TCV IX"). Jay C. Hoag is a Class A Member of Technology Crossover Management IX, Ltd. ("Management IX") and a limited partner of Technology Crossover Management IX, L.P. ("TCM IX"). Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX. Mr. Hoag, Management IX, and TCM IX may be deemed to beneficially own the shares held by TCV IX, but each disclaims beneficial ownership of such shares except to their extent of his pecuniary interest therein.
- These shares are directly held by TCV IX (A) Opportunities, L.P. ("TCV IX (A) Opportunities"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX (B). Mr. Hoag, Management IX, and TCM IX may be deemed to beneficially own the shares held by TCV IX (B) but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV IX (B), L.P. ("TCV IX (B)"). Jay C. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX (B). Mr. Hoag, Management IX, and TCM IX may be deemed to beneficially own the shares held by TCV IX (B) but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV Member Fund, L.P. ("TCV MF"). Mr. Hoag is a Class A Member of Management IX. Management IX is a general partner of TCV MF. Mr. Hoag is also a limited partner of TCV MF. Mr. Hoag and Management IX may be deemed to beneficially own the shares held by TCV MF but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

/s/ Frederic D. Fenton,  
 Authorized Signatory for Jay C. Hoag 06/13/2024  
 C. Hoag

\*\* 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.**