
**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) January 13, 2012

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 2.02. Results of Operations and Financial Condition.

As previously disclosed, following the close of trading on the Nasdaq Stock Market on December 20, 2011, Expedia, Inc. (“Expedia”), a Delaware corporation, completed the spin-off (the “Spin-Off”) of TripAdvisor, Inc., a Delaware corporation (“TripAdvisor”) to Expedia stockholders. TripAdvisor consists of the domestic and international operations previously associated with Expedia’s TripAdvisor Media Group and is now a separately traded public company, trading under the symbol “TRIP” on The Nasdaq Global Select Market.

The supplemental historical financial information attached hereto as Exhibit 99.1, and incorporated by reference herein, presents certain historical financial metrics for TripAdvisor as a standalone public company for the fiscal years ended 2008, 2009, 2010 and the interim periods of 2010 and 2011 through September 30, 2011. Information contained in Exhibit 99.1 should be read in conjunction with, and as a supplement to, the information contained in the Registration Statement on Form S-4 (File No. 333-175828-1), as was declared effective by the Securities and Exchange Commission (“SEC”) on November 1, 2011, including, but not limited to “Management’s Discussion and Analysis of Results of Operations and Financial Condition”, “Risk Factors” and the financial statements and notes thereto.

TripAdvisor makes reference to non-GAAP financial measures, and includes information regarding such measures, in the supplemental historical financial information.

Pursuant to General Instruction B.2. to Form 8-K, the information set forth in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Description

99.1 Supplemental Historical Financial Information of TripAdvisor, Inc. dated January 13, 2012.

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/ JULIE M. B. BRADLEY
Julie M. B. Bradley
Chief Financial Officer

Dated: January 13, 2012

EXHIBIT INDEX

Exhibit No.

Description

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Supplemental Financial Information

(NASDAQ: TRIP)

Introduction

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The supplemental historical financial information that follows presents certain historical financial metrics for TripAdvisor as a standalone public company for the fiscal years ended 2008, 2009, 2010 and the interim periods of 2010 and 2011 through September 30, 2011. Information contained in this document should be read in conjunction with, and as a supplement to, the information contained in the Registration Statement on Form S-4 (File No. 333-175828-1), as was declared effective by the Securities and Exchange Commission (“SEC”) on November 1, 2011, including, but not limited to “Management’s Discussion and Analysis of Results of Operations and Financial Condition”, “Risk Factors” and the financial statements and notes thereto.

TripAdvisor makes reference to non-GAAP financial measures, and includes information regarding such measures, in the supplemental historical financial information. Reconciliations to GAAP measures of non-GAAP measures set forth in this presentation are included in the Appendices. These measures are intended to supplement, not substitute for, comparable GAAP measures. Investors are urged to consider carefully the comparable GAAP measures and reconciliations.

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Historical Financial Information **TripAdvisor Standalone**

(in thousands)	FY 2008	FY 2009	2010				FY 2010	2011		
			Q1	Q2	Q3	Q4		Q1	Q2	Q3
Revenue	\$ 200,578	\$ 212,375	\$ 71,501	\$ 82,422	\$ 89,761	\$ 69,841	\$ 313,525	\$ 95,278	\$ 110,043	\$ 120,384
Related-party revenue from Expedia	97,668	139,714	42,081	42,987	49,558	36,484	171,110	53,944	59,199	60,417
Total Revenue	298,246	352,089	113,582	125,409	139,319	106,325	484,635	149,222	169,242	180,801
year-over-year growth		18%	33%	39%	44%	35%	38%	31%	35%	30%
GAAP Cost of Revenue	2,414	4,569	1,547	1,735	2,056	2,007	7,345	2,231	2,735	3,227
% of total revenue	1%	1%	1%	1%	1%	2%	2%	1%	2%	2%
GAAP Selling and marketing	98,291	105,679	30,921	31,392	42,446	35,711	140,470	44,195	52,685	60,349
Stock based compensation	1,669	1,885	655	434	506	506	2,101	805	589	568
Non-GAAP Selling and marketing	96,622	103,794	30,266	30,958	41,940	35,205	138,369	43,390	52,096	59,781
% of total revenue	32%	29%	27%	25%	30%	33%	29%	29%	31%	33%
GAAP Technology and content	30,240	37,074	11,572	13,015	13,535	15,545	53,667	16,379	17,058	18,406
Depreciation	4,193	7,743	2,134	2,446	2,737	3,034	10,351	3,290	3,679	3,658
Stock based compensation	2,784	2,276	777	601	641	642	2,661	888	639	750
Non-GAAP Technology and content	23,263	27,055	8,661	9,968	10,157	11,869	40,655	12,201	12,740	13,998
% of total revenue	8%	8%	8%	8%	7%	11%	8%	8%	8%	8%
GAAP General and administrative	22,937	15,873	4,732	8,851	10,130	10,631	34,344	9,006	8,779	10,166
Related-party services fee (1)	8,320	6,910	1,975	1,975	1,975	1,975	7,900	1,980	1,980	1,980
Depreciation	829	1,587	455	643	688	734	2,520	812	835	972
Stock based compensation	1,107	1,744	735	519	583	584	2,421	781	740	719
Non-GAAP General and administrative	29,321	19,452	5,517	9,664	10,834	11,288	37,303	9,393	9,184	10,455
% of total revenue	10%	6%	5%	8%	8%	11%	8%	6%	5%	6%
Amortization of Intangibles	11,161	13,806	3,378	2,864	2,577	5,790	14,609	2,117	1,132	2,394
% of total revenue	4%	4%	3%	2%	2%	5%	3%	1%	1%	1%
Other operating expense (Spin-off costs)	-	-	-	-	-	-	-	-	1,054	2,211
Total costs and expenses	173,363	183,911	54,125	59,832	72,719	71,659	258,335	75,908	85,423	98,733
GAAP Operating income	124,883	168,178	59,457	65,577	66,600	34,666	226,300	73,314	83,819	82,068
Other income (expense):										
Related-party interest income (expense), net	(4,035)	(978)	(78)	(70)	(56)	(37)	(241)	98	217	212
Other, net	(1,738)	(660)	(1,315)	(1,359)	1,634	(604)	(1,644)	965	457	(2,802)
Total other income (expense), net	(5,773)	(1,638)	(1,393)	(1,429)	1,578	(641)	(1,885)	1,063	674	(2,590)
Income before income taxes	119,110	166,540	58,064	64,148	68,178	34,025	224,415	74,377	84,493	79,478
Provision for income taxes	46,788	64,325	20,650	24,073	25,239	15,499	85,461	27,006	30,383	25,185
GAAP Net income	72,322	102,215	37,414	40,075	42,939	18,526	138,954	47,371	54,110	54,293
GAAP Net (income) loss attributable to noncontrolling interests	49	212	(41)	(13)	(27)	(97)	(178)	(93)	(46)	21
GAAP Net income attributable to TripAdvisor, Inc	72,371	102,427	37,373	40,062	42,912	18,429	138,776	47,278	54,064	54,314
OIBA(2)	141,604	187,889	65,002	69,995	70,907	42,188	248,092	77,905	87,973	88,709
Adjusted EBITDA(3)	146,626	197,219	67,591	73,084	74,332	45,956	260,963	82,007	92,487	93,339
% of total revenue	49%	56%	60%	58%	53%	43%	54%	55%	55%	52%
year-over-year growth		35%					32%	21%	27%	26%
Cash flow from operations	110,726	125,738	46,566	44,232	57,395	48,722	196,915	53,316	60,555	77,854
Capital Expenditures(4)	17,871	13,873	4,053	5,532	4,398	4,830	18,813	4,993	5,431	5,604

- (1) General and Administrative expense includes related-party shared services fee previously reported as a separate line item in our combined statement of operations on our Form S-4 filed on November 1, 2011.
- (2) Our primary operating metric prior to the Spin-Off for evaluating operating performance was Operating Income Before Amortization ("OIBA"), as reported on our Form S-4 filed on November 1, 2011. OIBA is defined as Operating income plus: (1) amortization of intangible assets and any related impairment; (2) stock-based compensation expense; and (3) non-recurring expenses incurred to effect the Spin-Off during the nine months ended September 30, 2011. This operating metric is no longer being used by our management to measure operating performance and is only being shown above to illustrate the financial impact as we convert to a new operating metric post Spin-Off.
- (3) Adjusted EBITDA is defined as operating income plus: (1) depreciation of property and equipment, including internal use software and website development; (2) amortization of intangible assets; (3) stock-based compensation; and (4) non-recurring expenses incurred to effect the Spin-Off during the nine months ended September 30, 2011.
- (4) Includes internal-use software and website development.

Revenue Information

<i>(in millions)</i>	FY 2008	FY 2009	2010				2010 FY 2010	2011		
			Q1	Q2	Q3	Q4		Q1	Q2	Q3
Revenue by geographic region										
United States	\$ 245	\$ 247	\$ 75	\$ 80	\$ 80	\$ 63	\$ 298	\$ 85	\$ 94	\$ 97
United Kingdom	23	42	16	16	23	15	70	25	27	28
All other countries	30	63	23	29	37	28	117	39	48	56
Total Revenue	\$ 298	\$ 352	\$ 114	\$ 125	\$ 140	\$ 106	\$ 485	\$ 149	\$ 169	\$ 181
Revenue by product										
Click-based advertising	\$ 258	\$ 302	\$ 88	\$ 100	\$ 115	\$ 81	384	\$ 120	\$ 134	\$ 146
Display-based advertising	39	49	16	19	19	18	72	19	23	21
Subscription and other	1	1	10	6	6	7	29	10	12	14
Total Revenue	\$ 298	\$ 352	\$ 114	\$ 125	\$ 140	\$ 106	\$ 485	\$ 149	\$ 169	\$ 181

APPENDIX

Appendix A: Non-GAAP / GAAP Reconciliations

Definitions of Non-GAAP Measures

TripAdvisor, Inc. reports Adjusted EBITDA, which is a supplemental measure to GAAP and is defined by the SEC as a non-GAAP financial measure. This measure is the primary metric by which management evaluates the performance of the business and on which internal budgets are based. Management believes that investors should have access to the same set of tools that management uses to analyze our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP. We endeavor to compensate for the limitation of the non-GAAP measures presented by also providing the most directly comparable GAAP measures and descriptions of the reconciling items and adjustments to derive the non-GAAP measures. Our primary non-GAAP financial measure used by management prior to the Spin-Off for evaluating operating performance was Operating Income Before Amortization ("OIBA"), as reported on our Form S-4 filed on November 1, 2011. Amortization of intangible assets and any related impairment, as well as stock-based compensation expense and other items were excluded from OIBA. This non-GAAP financial measure is no longer being used by our management to measure operating performance and is only being shown to illustrate the financial impact as we convert to a new operating metric post Spin-Off.

Adjusted EBITDA is defined as operating income plus: (1) depreciation of property and equipment, including internal use software and website development; (2) amortization of intangible assets; (3) stock-based compensation; and (4) non-recurring expenses incurred to effect the Spin-Off during the nine months ended September 30, 2011.

The above items are excluded from our Adjusted EBITDA measure because these items are noncash in nature, or because the amount and timing of these items is either unpredictable, or not driven by core operating results and renders comparisons with prior periods and competitors less meaningful. We believe Adjusted EBITDA is a useful measure for analysts and investors to evaluate our future on-going performance as this measure allows a more meaningful comparison of our projected cash earnings and performance with our historical results from prior periods and to the results of our competitors. Moreover, our management uses this measure internally to evaluate the performance of our business as a whole. In addition, we believe that by excluding certain items, such as stock-based compensation and non-recurring expenses, Adjusted EBITDA corresponds more closely to the cash operating income generated from our business and allows investors to gain an understanding of the factors and trends affecting the ongoing cash earnings capabilities of our business, from which capital investments are made and debt is serviced. Adjusted EBITDA has certain limitations in that it does not take into account the impact of certain expenses to our consolidated statements of operations. We endeavor to compensate for the limitation of the non-GAAP measures presented by also providing the comparable GAAP measure, GAAP financial statements, and descriptions of the reconciling items and adjustments, to derive the non-GAAP measure. However, Adjusted EBITDA should be considered in addition to results prepared in accordance with GAAP, but should not be considered as a substitute for, or superior to, GAAP measures. We present a reconciliation of this non-GAAP financial measure to GAAP below

Appendix B: Adjusted EBITDA and OIBA Reconciliation

(in thousands)

	FY 2008	FY 2009	2010				FY 2010	2011		
			Q1	Q2	Q3	Q4		Q1	Q2	Q3
Adjusted EBITDA(1)	\$ 146,626	\$ 197,219	\$ 67,591	\$ 73,084	\$ 74,332	\$ 45,956	\$ 260,963	\$ 82,007	\$ 92,487	\$ 93,339
Depreciation (2)	5,022	9,330	2,589	3,089	3,425	3,768	12,871	4,102	4,514	4,630
OIBA (3)	\$ 141,604	\$ 187,889	\$ 65,002	\$ 69,995	\$ 70,907	\$ 42,188	\$ 248,092	\$ 77,905	\$ 87,973	\$ 88,709
Amortization of intangible assets	11,161	13,806	3,378	2,864	2,577	5,790	14,609	2,117	1,132	2,394
Stock-based compensation	5,560	5,905	2,167	1,554	1,730	1,732	7,183	2,474	1,968	2,036
Spin-off costs	-	-	-	-	-	-	-	-	1,054	2,211
GAAP Operating Income	\$ 124,883	\$ 168,178	\$ 59,457	\$ 65,577	\$ 66,600	\$ 34,666	\$ 226,300	\$ 73,314	\$ 83,819	\$ 82,068
Related-party interest income (expense), net	(4,035)	(978)	(78)	(70)	(56)	(37)	(241)	98	217	212
Other, net	(1,738)	(660)	(1,315)	(1,359)	1,634	(604)	(1,644)	965	457	(2,802)
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(2) Includes internal use software and website development.

(3) Our primary operating metric prior to the Spin-Off for evaluating operating performance was Operating Income Before Amortization ("OIBA"), as reported on our Form S-4 filed on November 1, 2011.

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