

TripAdvisor, Inc.  
Form 3/A  
February 17, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Watson Noel Bertram		(Month/Day/Year)	TripAdvisor, Inc. [TRIP]	
(Last)	(First)	(Middle)	02/29/2016	
C/O TRIPADVISOR, INC., Â 400 1ST AVENUE			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NEEDHAM, Â MA Â 02494			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Chief Accounting Officer	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			03/10/2016	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Month/Day/Year)	(Instr. 4)	Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		

(Instr. 5)

Restricted Stock Units	02/15/2016 <sup>(1)</sup>	02/15/2019	Common Stock	1,752	\$ 0	D	Â
------------------------	---------------------------	------------	-----------------	-------	------	---	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494	Â	Â	Â Chief Accounting Officer	Â

## Signatures

/s/ Linda C. Frazier, attorney in fact	02/17/2017
---	------------

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Of such RSUs, 901 vest on each of February 15, 2017, February 15, 2018, February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.

Â

### Remarks:

ThisÂ AmendmentÂ toÂ theÂ FormÂ 3Â datedÂ FebruaryÂ 29,Â 2016Â isÂ beingÂ filedÂ toÂ supplementÂ theÂ FormÂ

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.