

TripAdvisor, Inc.  
Form 8-K  
June 30, 2015

**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): June 26, 2015**

**TRIPADVISOR, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35362**  
**(Commission**

**File Number)**  
**141 Needham Street**

**80-0743202**  
**(I.R.S. Employer**

**Identification No.)**

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**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))

**Item 1.01 Entry Into a Material Definitive Agreement**

On June 26, 2015, TripAdvisor, Inc. (the Company), TripAdvisor Holdings, LLC and TripAdvisor LLC entered into a Credit Agreement with JPMorgan Chase Bank, N.A., as Administrative Agent; J.P. Morgan Europe Limited, as London Agent; Morgan Stanley Bank, N.A.; Bank of America, N.A.; BNP Paribas; SunTrust Bank; Wells Fargo Bank, National Association; Royal Bank of Canada; Barclays Bank PLC; U.S. Bank National Association; Citibank, N.A.; The Bank of Tokyo-Mitsubishi UFJ, Ltd.; Goldman Sachs Bank USA; and Deutsche Bank AG New York Branch (the New Credit Agreement). In connection with the New Credit Agreement, the Company repaid in full and replaced the Company's prior Credit Agreement dated as of December 20, 2011.

The New Credit Agreement, among other things, provides for (i) a \$1 billion unsecured revolving credit facility, (ii) an interest rate on borrowings and commitment fees based on the Company's and its subsidiaries' consolidated leverage ratio and (iii) uncommitted incremental revolving loan and term loan facilities, subject to compliance with the leverage covenant and other conditions. The New Credit Agreement includes various covenants, limitations and events of default customary for similar facilities, including a maximum leverage ratio. Any overdue amounts under or in respect of the Revolving Credit Facility not paid when due shall bear interest at (a) in the case of principal, the applicable interest rate plus 2.00% per annum, (b) in the case of interest denominated in Sterling or Euro, the applicable rate plus 2.00% per annum and (c) in the case of interest denominated in US Dollars, 2.00% per annum plus the Alternate Base Rate plus the interest rate spread applicable to ABR loans.

Pursuant to the New Credit Agreement, certain subsidiaries of the Company (the Subsidiary Guarantors) have agreed to guarantee the Company's obligations under the New Credit Agreement.

A copy of the New Credit Agreement is attached to this Current Report as Exhibit 10.1 and is incorporated herein by this reference.

**Item 1.02. Termination of a Material Definitive Agreement**

On June 26, 2015, in connection with the Company's entry into the New Credit Agreement described in Item 1.01 above, the Company terminated the Credit Agreement dated December 20, 2011 with JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Europe Limited, as London agent.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

See the discussion set forth in Item 1.01, Entry into a Material Definitive Agreement, of this Current Report on Form 8-K, which discussion is incorporated herein by this reference.

**Item 7.01. Regulation FD Disclosure**

On June 30, 2015, the Company issued a press release announcing its entry into the New Credit Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 7.01.

The information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed filed with the U.S. Securities and Exchange Commission nor incorporated by reference in any registration statement filed by the Company under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits**  
**(d) Exhibits**

10.1 Credit Agreement dated as of June 26, 2015 by and among TripAdvisor, Inc., TripAdvisor Holdings, LLC, TripAdvisor LLC, JPMorgan Chase Bank, N.A., as Administrative Agent; J.P. Morgan Europe Limited, as London Agent; Morgan Stanley Bank, N.A.; Bank of America, N.A.; BNP Paribas; SunTrust Bank; Wells Fargo Bank, National Association; Royal Bank of Canada; Barclays Bank PLC; U.S. Bank National Association; Citibank, N.A.; The Bank of Tokyo-Mitsubishi UFJ, Ltd.; Goldman Sachs Bank USA; and Deutsche Bank AG New York Branch.

99.1 Press Release dated June 30, 2015

**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.**

Dated: June 30, 2015

By: /s/ Seth J. Kalvert  
Seth J. Kalvert  
Senior Vice President,  
  
Associate General Counsel and Secretary