

HOAG JAY C  
Form 4  
February 02, 2018

**FORM 4**

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

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

**STATEMENT OF CHANGES IN 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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER  
VENTURES, 528 RAMONA  
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/31/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	01/31/2018		A	(A) or (D) Amount 2,785 (5) Price \$ 0	2,785	D (6)	
Common Stock					1,613,606	I	TCV IX Tumi, L.P. (1)
Common Stock					455,300	I	TCV IX TUMI (A), L.P. (2)
Common Stock					86,179	I	TCV IX TUMI (B),

Common Stock	125,915	I	L.P. <sup>(3)</sup> TCV IX TUMI (MF), L.P. <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director    10%  
Owner    Officer    Other

HOAG JAY C  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

X

## Signatures

Frederic D. Fenton, Authorized Signatory for Jay C.  
Hoag

02/02/2018

                     \*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

\* 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).

These shares are directly held by TCV IX TUMI, L.P. ("TCV TUMI"). 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").

- (1) Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI (A), L.P. ("TCV TUMI A"). 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,

- (2) L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI A. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI A, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV IX TUMI (B), L.P. ("TCV TUMI B"). 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,

- (3) L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV TUMI B. Mr. Hoag may be deemed to beneficially own the shares held by TCV TUMI B, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by TCV TUMI (MF), L.P. ("TCV TUMI MF"). Each of the TCM Members are Class A Members of Management IX and limited partners of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX TUMI GP, LLC, which in turn is the sole general partner of TCV

- (4) TUMI MF. The TCM Members are also limited partners of TCV Member Fund, L.P., which is the sole limited partner of TCV TUMI MF. The TCM Members may be deemed to beneficially own the shares held by TCV TUMI MF, but the TCM Members disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Represents shares underlying Restricted Stock Units ("RSUs") granted under the Issuer's Amended and Restated 2011 Stock and Annual

- (5) Incentive Plan granted in consideration for service as a member of the issuer's Board of Directors. Such RSUs vest on the first anniversary of the date of grant.

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

- (6) 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.

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

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