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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Liberty TripAdvisor Holdings, Inc.</u>  (Last) (First) (Middle) 12300 LIBERTY BOULEVARD  (Street) ENGLEWOOD CO 80112  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	12/19/2024		J/K <sup>(1)</sup>		2,422,210	D	(1)	14,023,684	I	Held through Wholly-Owned Subsidiary

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Forward sale contract (obligation to sell)	(1)	12/19/2024		J/K <sup>(1)</sup>			2,422,210	(1)	(1)	Common Stock, par value \$0.001 per share	2,422,210	(1)	0	I	Held through Wholly-Owned Subsidiary

**Explanation of Responses:**

1. On March 9, 2020, Liberty TripAdvisor, LLC, a wholly owned subsidiary of the Reporting Person ("Counterparty"), entered into an agreement establishing the terms and conditions of a variable forward transaction (the "Forward Contract") with an unaffiliated third party buyer ("Buyer"). On March 13, 2020, Buyer ended the initial hedging period and the number of shares of TripAdvisor, Inc. (the "Issuer") common stock ("Common Stock") subject to the Forward Contract was set at 2,422,210 (the "Number of Shares") and the initial share price was set at \$19.1707 pursuant to the terms of the Forward Contract, as further described in "Remarks" below. On December 19, 2024, the Forward Contract settled and the Reporting Person elected to settle its delivery obligations under the Forward Contract by physical settlement, resulting in delivery of the full Number of Shares to Buyer and received from Buyer a final payment of \$602,404.

**Remarks:**

The Forward Contract obligated Counterparty to deliver to Buyer up to the Number of Shares over a specified period (the "Valuation Period"). Alternatively, Counterparty may have chosen to deliver an equivalent amount of cash based on a measure of the average share price for the Common Stock over the Valuation Period. In exchange for assuming this obligation, Counterparty received a prepayment amount of approximately \$34,246,160 in March 2020, increased by an additional \$5,050,340 as a result of a previously reported amendment to the Forward Contract. Counterparty agreed to pledge 2,422,210 shares of Common Stock (the "Pledge Shares") to secure its obligations under the Forward Contract, and retained voting rights in the Pledge Shares during the term of the pledge.

Liberty TripAdvisor Holdings, Inc.  
 By: /s/ Katherine C. Jewell Title: 12/23/2024  
 Vice President

\*\* 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.