

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): **July 1, 2024**

LIBERTY TRIPADVISOR HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36603
(Commission
File Number)

46-3337365
(I.R.S. Employer
Identification No.)

12300 Liberty Blvd.
Englewood, Colorado 80112
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5200**

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Series A common stock	LTRPA	OTCQB Venture Market
Series B common stock	LTRPB	OTCQB Venture Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On July 1, 2024, Tripadvisor, Inc. (“Tripadvisor”) allocated and priced a new term loan B credit facility (the “Term Loan B Facility”) in an aggregate principal amount of \$500 million. The Term Loan B Facility will bear interest at SOFR plus 2.75%. The new Term Loan B Facility and an amendment to Tripadvisor’s existing revolving loan facility are expected to close on July 8, 2024, subject to customary closing conditions.

On July 1, 2024, Tripadvisor called all \$500.0 million aggregate principal amount of its outstanding 7.000% Senior Notes due 2025 (the “Notes”) for redemption on July 15, 2024 (the “Redemption Date”). The redemption is conditioned on the successful completion of one or more debt financing transactions of Tripadvisor that generates at least \$450 million in gross proceeds. Tripadvisor expects the closing and funding of the Term Loan B Facility will satisfy that condition. The aggregate redemption price for the Notes will be \$500.0 million plus accrued and unpaid interest to, but not including the Redemption Date (subject to the right of holders of record of the Notes on July 1, 2024 to receive such interest).

This Current Report on Form 8-K is not a notice of redemption of the Notes. The redemption is being made solely pursuant to the Notice of Redemption, dated July 1, 2024, relating to the Notes.

Cautionary Note Regarding Forward-Looking Statements

Certain statements included in this Current Report on Form 8-K constitute “forward-looking statements” within the meaning of federal securities laws. These forward-looking statements are based on current expectations and assumptions that involve risks and uncertainties on information available to Liberty TripAdvisor Holdings, Inc. (“Liberty TripAdvisor”) as of the date hereof. Statements regarding the timing, size and expected gross proceeds of the Term Loan B Facility and the satisfaction of conditions for redemption of the Notes are “forward-looking statements” and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed in such forward-looking statements. Additional information concerning important risks and uncertainties can be found in Liberty TripAdvisor’s and Tripadvisor’s filings with the SEC. Liberty TripAdvisor undertakes no obligation to update any forward-looking statements to reflect subsequent events or circumstances.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 2, 2024

LIBERTY TRIPADVISOR HOLDINGS, INC.

By: /s/ Katherine C. Jewell
Name: Katherine C. Jewell
Title: Vice President