

TripAdvisor, Inc.  
Form 8-K  
June 13, 2014

**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 12, 2014**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of TripAdvisor, Inc., a Delaware corporation (the Company), was held on June 12, 2014 (the Annual Meeting). According to the inspector of elections, the stockholders present in person or by proxy represented 129,078,106 shares of common stock (generally entitled to one vote per share) and 12,799,999 shares of Class B common stock (generally entitled to ten votes per share). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each proposal voted upon at the Annual Meeting are set forth below.

**Proposal 1 Election of directors.** The stockholders voted on the election of nine directors of the Company, six of whom were elected by holders of common stock and Class B common stock voting together as a single class ( Combined Stock Nominees ), and three of whom were elected by holders of common stock only ( Common Stock Nominees ), each to serve for a one-year term from the date of his or her election and until such director's successor is elected or until such director's earlier resignation or removal. Stockholders voted as follows:

|                                | <b>For</b>  | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------------|-------------|-----------------|-----------------------------|
| <i>Combined Stock Nominees</i> |             |                 |                             |
| Gregory B. Maffei              | 193,664,006 | 44,941,436      | 5,672,655                   |
| Stephen Kaufer                 | 213,119,670 | 25,485,772      | 5,672,655                   |
| Dipchand (Deep) Nishar         | 237,847,164 | 758,278         | 5,672,655                   |
| Spencer M. Rascoff             | 236,790,709 | 1,814,733       | 5,672,655                   |
| Christopher W. Shean           | 210,889,614 | 27,715,828      | 5,672,655                   |
| Sukhinder Singh Cassidy        | 237,712,180 | 893,262         | 5,672,655                   |
| <i>Common Stock Nominees</i>   |             |                 |                             |
| Jonathan F. Miller             | 109,116,975 | 1,488,477       | 5,672,655                   |
| Jeremy Philips                 | 109,808,101 | 797,451         | 5,672,655                   |
| Robert S. Wiesenthal           | 109,892,944 | 712,508         | 5,672,655                   |

Accordingly, the foregoing nominees were elected to the Company's board of directors.

**Proposal 2 Ratification of appointment of independent registered public accounting firm.** The stockholders voted on the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. Stockholders voted as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 243,601,909 | 53,834         | 622,354        | 0                           |

Accordingly, the appointment of independent registered public accounting firm was ratified.

**Proposal 3 Consider stockholder proposal regarding majority voting in director elections.** The stockholders voted on a proposal to amend the Company's corporate governance documents to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of stockholders, with a plurality vote standard retained for contested director elections. Stockholders voted as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 75,220,867 | 162,736,197    | 648,378        | 5,672,655                   |

Accordingly, the stockholder proposal regarding majority voting was not approved.

**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 13, 2014

By: /s/ Linda C. Frazier  
Linda C. Frazier  
Vice President, Associate General  
Counsel and Assistant Secretary