

TripAdvisor, Inc.  
Form 8-K  
June 28, 2012

**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, 2012**

**TRIPADVISOR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-35362**  
(Commission

File Number)

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

Identification No.)

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**141 Needham Street**

**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 TripAdvisor, Inc. (the Company) annual meeting of stockholders was held on June 26, 2012 (the Annual Meeting). According to the inspector of elections, stockholders present in person or by proxy voted on each proposal presented as follows:

**Proposal 1 Election of directors.** The stockholders elected ten directors of the Company, seven 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 ), and, 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:

|                                | For         | Withheld   | Broker Non-Votes |
|--------------------------------|-------------|------------|------------------|
| <i>Combined Stock Nominees</i> |             |            |                  |
| Barry Diller                   | 211,346,203 | 16,428,890 | 7,335,571        |
| Stephen Kaufer                 | 212,891,128 | 14,833,965 | 7,335,571        |
| William R. Fitzgerald          | 216,430,976 | 11,344,117 | 7,335,571        |
| Victor A. Kaufman              | 216,442,712 | 11,332,381 | 7,335,571        |
| Dara Khosrowshahi              | 216,453,773 | 11,321,320 | 7,335,571        |
| Michael P. Zeisser             | 215,293,894 | 12,481,199 | 7,335,571        |
| Sukhinder Singh Cassidy        | 227,043,664 | 731,429    | 7,335,571        |
| <i>Common Stock Nominees</i>   |             |            |                  |
| Jonathan F. Miller             | 97,599,363  | 2,175,740  | 7,335,571        |
| Jeremy Philips                 | 97,614,981  | 2,160,122  | 7,335,571        |
| Robert S. Wiesenthal           | 97,614,383  | 2,160,720  | 7,335,571        |

**Proposal 2 Ratification of appointment of independent registered public accounting firm.** The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012. Stockholders voted as follows:

|  | For         | Against | Abstain | Broker Non-Votes |
|--|-------------|---------|---------|------------------|
|  | 235,052,809 | 45,945  | 11,910  | 0                |

**Proposal 3 Approval, on an advisory basis, of the compensation of the Company's named executive officers.** The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement. Stockholders voted as follows:

|  | For         | Against | Abstain | Broker Non-Votes |
|--|-------------|---------|---------|------------------|
|  | 226,530,143 | 628,562 | 616,388 | 7,335,571        |

**Proposal 4 Approval, on an advisory basis, of the frequency of future advisory resolutions to approve the compensation of the Company's named executive officers.** The stockholders recommended, on an advisory basis, a frequency of every three years for the advisory vote on the compensation of the Company's named executive officers. Stockholders voted as follows:

|  | 1 Years    | 2 Years | 3 Years     | Abstain | Broker Non-Votes |
|--|------------|---------|-------------|---------|------------------|
|  | 43,842,912 | 85,987  | 183,744,049 | 102,145 | 7,335,571        |

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Based on these results, and consistent with the recommendation of the Company's Board of Directors, the Company intends to hold an advisory vote on executive compensation every three years, until the next required non-binding advisory vote on the frequency of holding future votes regarding executive compensation.

**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.**

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

Dated: June 28, 2012