

TripAdvisor, Inc.  
Form 8-K  
April 26, 2013

**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): April 23, 2013**

**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**

**Newton, MA 02464**

**(Address of principal executive offices) (Zip code)**

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

**Identification No.)**

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(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 23, 2013, Barry Diller tendered his resignation as a member of the Board of Directors (the Board ) of TripAdvisor, Inc. ( TripAdvisor ), to be effective immediately. TripAdvisor and Mr. Diller have agreed that, pursuant to a written agreement between them, Mr. Diller will act as a special advisor to our Chief Executive Officer. TripAdvisor is currently conducting a search to fill the vacancy on its Board created by the resignation of Mr. Diller.

**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: April 26, 2013