

TripAdvisor, Inc.
Form SC 13D/A
August 29, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)**

TRIPADVISOR, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

896945201

(CUSIP Number)

Richard N. Baer, Esq.

Senior Vice President and General Counsel

Liberty Interactive Corporation

12300 Liberty Boulevard

Englewood, CO 80112

(720) 875-5300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 27, 2014

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP Number: 896945201

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
- Liberty Interactive Corporation
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- | | |
|-----|-----------------------|
| (a) | <input type="radio"/> |
| (b) | <input type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- Excludes shares beneficially owned by the executive officers and directors of the Reporting Person.
13. Percent of Class Represented by Amount in Row (11)
0
14. Type of Reporting Person (See Instructions)
CO

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 4)

Statement of

LIBERTY INTERACTIVE CORPORATION

Pursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

TRIPADVISOR, INC.

Item 1. Security and Issuer

This Report on Schedule 13D/A relates to the common stock, par value \$0.001 per share (the **Common Stock**), of TripAdvisor, Inc., a Delaware corporation (the **Issuer**). The Report on Schedule 13D originally filed with the Commission by Liberty Interactive Corporation, a Delaware corporation (the **Reporting Person** or **Liberty**), on December 30, 2011, as amended by Amendment No. 1 filed with the Commission on May 15, 2012, Amendment No. 2 filed with the Commission on December 11, 2012, and Amendment No. 3 filed with the Commission on October 16, 2013 (collectively, the **Schedule 13D**), is hereby further amended and supplemented to include the information set forth herein. This amended statement on Schedule 13D/A (the **Amendment**) constitutes Amendment No. 4 to the Schedule 13D and is the final amendment to the Schedule 13D and is an exit filing for the Reporting Person. Capitalized terms not defined herein have the meanings given to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

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On August 27, 2014, the Reporting Person completed its previously announced spin-off (the Spin-Off) of its subsidiary, Liberty TripAdvisor Holdings, Inc. (Spinco), which, at the time of the Spin-Off, held, among other things, 100% of the Reporting Person s interest in the Issuer and the Reporting Person s 100% ownership interest in its BuySeasons business (collectively, the Spin-Off Assets). The Spin-Off was accomplished through the distribution, by means of a dividend, by the Reporting Person to the holders of its Liberty Ventures common stock of all of the outstanding shares of Spinco s common stock. As a result of the Spin-Off, Spinco became a separate publicly traded company and holds all of the Spin-Off Assets.

Item 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) and (b) The responses of the Reporting Person to rows (7) through (13) of the second page of this Amendment are incorporated herein by reference. The information contained in Item 4 of this Amendment is incorporated by reference.

(c) Other than as disclosed in this Report, no transactions were effected by the Reporting Person with respect to the Common Stock during the 60 days preceding the date hereof.

(d) Not applicable.

(e) August 27, 2014.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The information contained in Item 4 of this Amendment is incorporated by reference.

In addition, in connection with the Spin-Off, on August 12, 2014, Liberty, Spinco and the Issuer entered into an assignment and assumption agreement pursuant to which, among other things, the Reporting Person assigned, and Spinco assumed, all of the rights, benefits and obligations of the Reporting Person under the Governance Agreement.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: August 29, 2014

LIBERTY INTERACTIVE CORPORATION

By:	/s/ Richard N. Baer	
	Name:	Richard N. Baer
	Title:	Senior Vice President and General Counsel