

TRIPADVISOR, INC.

FORM 8-K (Current report filing)

Filed 06/27/17 for the Period Ending 06/22/17

Address	400 1ST AVENUE NEEDHAM, MA 02494
Telephone	781-800-5800
CIK	0001526520
Symbol	TRIP
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Leisure & Recreation
Sector	Consumer Cyclical
Fiscal Year	12/31

**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 22, 2017

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.)

400 1 st Ave
Needham, MA 02494
(Address of principal executive offices) (Zip code)

(781) 800-5000
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))

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).

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 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 22, 2017 (the “Annual Meeting”). According to the inspector of elections, the stockholders present in person or by proxy represented 103,902,096 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 eight 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 two 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:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
<i>Combined Stock Nominees</i>			
Gregory B. Maffei	188,671,265	35,039,624	8,191,197
Stephen Kaufer	196,994,212	26,716,677	8,191,197
Dipchand “Deep” Nishar	217,761,663	5,949,226	8,191,197
Spencer M. Rascoff	219,574,994	4,135,895	8,191,197
Albert Rosenthaler	194,342,566	29,368,323	8,191,197
Sukhinder Singh Cassidy	217,762,996	5,947,893	8,191,197
<i>Common Stock Nominees</i>			
Jeremy Philips	91,712,912	3,997,987	8,191,197
Robert S. Wiesenthal	91,712,925	3,997,974	8,191,197

Accordingly, the foregoing nominees were elected to the Company’s Board of Directors.

Previously, the Company's Board of Directors determined that, upon each directors election to the Board of Directors at the Annual Meeting, the composition of each of the committees of the Board of Directors would be as follows:

<u>Name</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Section 16 Committee</u>	<u>Executive Committee</u>
Gregory B. Maffei	—	X	—	X
Stephen Kaufer	—	—	—	X
Dipchand (Deep) Nishar*	—	X	X	—
Jeremy Philips*	X	—	—	—
Spencer M. Rascoff *	X	—	—	—
Albert E. Rosenthaler	—	—	—	—
Sukhinder Singh Cassidy*	—	Chair	Chair	—
Robert S. Wiesenthal*	Chair	—	—	—

* Independent director

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, 2017. The stockholders voted as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
231,712,435	137,922	51,729	—

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

