

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 20-F/A
(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-38209

Despegar.com, Corp.

(Exact Name of Registrant as Specified in its charter)

N/A

(Translation of Registrant's name into English)

British Virgin Islands

(Jurisdiction of Incorporation or Organization)

Juana Manso 999

Ciudad Autónoma de Buenos Aires, Argentina C1107CBR

Telephone: +54 11 4894-3500

(Address of principal executive offices)

Mariano Scagliarini, General Counsel

Juana Manso 999

Ciudad Autónoma de Buenos Aires, Argentina C1107CBR

Telephone: +54 11 4894-3500

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Ordinary Shares, no par value	DESP	The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report:

At December 31, 2019

69,648,263 ordinary shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note- Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an Annual Report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Explanatory Note

Despegar.com, Corp. (the Company), is filing this Amendment No. 1 to its Annual Report on Form 20-F for the fiscal year ended December 31, 2019 as filed with the Securities and Exchange Commission on April 10, 2020 (“Amendment No. 1”) solely to correct certain information that was incorrectly reported in the disclosures provided in the fifth paragraph of ‘Item 4. Information on the Company — B. Business Overview—Overview’; ‘Item 4. Information on the Company — B. Business Overview—Our Products—Packages, Hotels and Other Travel Products—Bus Tickets’; in the second paragraph of ‘Item 5. Operating and Financial Review and Prospects — B. Liquidity and Capital Resources’ and in ‘Item 6. Directors, Senior Management and Employees — E. Share Ownership’ of our Annual Report.

The above-mentioned disclosures are replaced by the following texts:

ITEM 4. INFORMATION ON THE COMPANY — B. BUSINESS OVERVIEW

Overview (Fifth Paragraph)

We launched our award-winning mobile travel app in 2012 and it is an increasingly important part of our business, as it allows consumers to access and browse our real-time inventory, compare prices and transact through their mobile devices quickly. As of December 31, 2019, our apps have approximately 60 million cumulative downloads from the iOS App Store and Google Play, 21.8 million of which were downloaded in the last two years, and we believe they are the most downloaded OTA apps in Latin America. During 2019 and 2018, mobile accounted for approximately 60% and 61%, respectively, of all of our user visits, and approximately 39% and 34%, respectively, of our transactions were purchased on our mobile platform, complementing our desktop website traffic. As internet, smartphone and other mobile device penetration continue to increase, we believe that our strength in mobile will continue to be a strategic advantage.

Our Products

Packages, Hotels and Other Travel Products

Bus Tickets: Currently, bus tickets are available only in Brazil, Argentina, Mexico and Chile, and we intend to expand our coverage further to major cities in Latin America. We currently have relationships with suppliers that give us access to more than 180 bus carriers.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS – B. LIQUIDITY AND CAPITAL RESOURCES

B. Liquidity and Capital Resources (Second Paragraph)

Based on preliminary management estimates, as of March 31, 2020, we had unrestricted cash and cash equivalents of \$221.7 million. On the same basis, as of March 31, 2020, our travel suppliers payable plus our related party payables and our accounts payable and accrued expenses, minus our accounts receivable net of allowances and our related party receivables, are expected to range between \$46 million and \$52 million in aggregate net operational payables, compared to aggregate net operational payables of \$120.1 million as of December 31, 2019. In addition, we are working on the implementation of different strategies to assist our travel customers with refunds and reschedulings, including through the issuance of vouchers to be used by our travel customers during 2020 or in some cases early 2021. If a travel customer does not accept the voucher, according to our standard commercial terms and conditions, the corresponding refund is typically payable within 120 days from the date the refund is requested.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES – E. SHARE OWNERSHIP**E. Share Ownership**

The following table sets forth information regarding the beneficial ownership of our ordinary shares as of March 31, 2020 by (1) each of our directors and executive officers and (2) all of our directors and executive officers as a group.

In computing the number of ordinary shares beneficially owned by a person or entity and the percentage ownership of that person or entity, we deemed to be outstanding all ordinary shares subject to options or RSUs held by that person or entity that are currently exercisable or that will become exercisable or vested, as applicable, within 60 days of March 31, 2020. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person or entity. Unless otherwise indicated, the address of each beneficial owner listed in the table below is Juana Manso 999, Ciudad Autónoma de Buenos Aires, Argentina (C1107CBR).

Name of Beneficial Owner	Outstanding Ordinary Shares as of March 31, 2020	
	Number	%
Directors and Executive Officers:		
Nilesh Lakhani ⁽¹⁾	47,462	*
Damián Scokin ⁽²⁾	60,740	*
Adam Jay	—	—
Martín Rastellino ⁽³⁾	529,504	*
Mario Eduardo Vázquez ⁽⁴⁾	7,150	*
Michael Doyle II ⁽⁵⁾	165,392	*
Alberto Lopez Gaffney ⁽⁶⁾	17,056	*
Mariano Scagliarini ⁽⁷⁾	4,000	*
Gonzalo García Estebarena ⁽⁸⁾	36,197	*
Sebastián Mackinnon ⁽⁹⁾	31,303	*
Pablo Montivero Araya ⁽¹⁰⁾	47,223	*
Directors and Executive Officers as a Group (11 persons)	946,027	1.36

* Represents beneficial ownership of less than 1%.

- (1) Consists of 47,462 ordinary shares held by Mr. Lakhani, Chairman and member of our board of directors.
- (2) Consists of 60,740 ordinary shares held by Mr. Scokin, our Chief Executive officer and a member of our board of directors. Mr. Scokin also holds: (a) 260,501 options: (i) 5% of which vested on December 1, 2017; (ii) 10% of which vested on December 1, 2018; (iii) 15% of which vested on December 1, 2019; (iv) 20% of which will vest on December 1, 2020; (v) 25% of which will vest on December 1, 2021 and (vi) 25% of which will vest on December 1, 2022, (b) 162,172 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, and (c) 77,923 RSUs which vest in three installments on June 1, 2020, June 1, 2021 and June 1, 2022; in each case provided that Mr. Scokin remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
- (3) Consists of 7,150 ordinary shares held by Mr. Rastellino, a member of our board of directors, and 522,354 ordinary shares held by Birbey S.A. Mr. Rastellino has sole voting and dispositive control over such shares and directly or indirectly owns 100% of the share capital of Birbey S.A. Mr. Rastellino also holds 5,212 RSUs which will vest on December 1, 2020; provided that Mr. Rastellino remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
- (4) Consists of 7,150 ordinary shares held by Mr. Vázquez, a member of our board of directors. Mr. Vázquez also holds 5,212 RSUs which will vest on December 1, 2020; provided that Mr. Vázquez remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
- (5) Consists of 165,392 ordinary shares held by Mr. Doyle, a member of our board of directors. Mr. Doyle also holds (a) 43,475 RSUs which vest in December 1, 2020, and (b) 100,000 RSUs which vest in two equal installments on December 1, 2021 and December 1, 2022; in each case provided that Mr. Doyle remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”

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- (6) Consists of 17,056 ordinary shares held by Mr. Lopez Gaffney, our Chief Financial Officer. Mr. Lopez Gaffney also holds: (a) 145,700 options: (i) 15% of which vested on December 1, 2018; (ii) 15% of which vested on December 1, 2019; (iii) 20% of which will vest on December 1, 2020; (iv) 25% of which will vest on December 1, 2021 and (v) 25% of which will vest on December 1, 2022, (b) 33,032 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, (c) 26,421 RSUs which vest in three installments on June 1, 2020, June 1, 2021 and June 1, 2022, respectively, and (d) 3,750 RSUs which vest on June 1, 2023; in each case provided that Mr. Lopez Gaffney remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation”.
 - (7) Consists of 4,000 ordinary shares held by Mr. Scagliarini, our General Counsel. Mr. Scagliarini also holds: (a) 1,202 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, and (b) 6,812 RSUs which vest in four equal installments on June 1, 2020, June 1, 2021, June 1, 2022 and June 1, 2023; in each case provided that Mr. Scagliarini remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
 - (8) Consists of 36,197 ordinary shares held by Mr. García Estebarena, our Chief Commercial Director. Mr. García Estebarena also holds: (a) 132,638 options (i) 5% of which vested on December 1, 2017; (ii) 10% of which vested on December 1, 2018; (iii) 15% of which vested on December 1, 2019; (iv) 20% of which will vest on December 1, 2020; (v) 25% of which will vest on December 1, 2021 and (vi) 25% of which will vest on December 1, 2022, (b) 64,176 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, (c) 42,711 RSUs which vest in three equal installments on June 1, 2020, June 1, 2021 and June 1, 2022, and (d) 1,250 RSUs which vest in June 1, 2023; in each case provided that Mr. García Estebarena remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
 - (9) Consists of 31,303 ordinary shares held by Mr. Mackinon, our Executive VP Travel Partners & Corporate Affairs. Mr. Mackinon also holds: (a) 130,251 options: (i) 5% of which vested on December 1, 2017; (ii) 10% of which vested on December 1, 2018; (iii) 15% of which vested on December 1, 2019; (iv) 20% of which will vest on December 1, 2020; (v) 25% of which will vest on December 1, 2021 and (vi) 25% of which will vest on December 1, 2022, (b) 34,121 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, and (c) 38,961 RSUs which vest in three equal installments on June 1, 2020, June 1, 2021 and June 1, 2022; in each case provided that Mr. Mackinon remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”
 - (10) Consists of 47,223 ordinary shares held by Mr. Montivero, our Chief Business Development Officer. Mr. Montivero also holds (a) 130,251 options (i) 5% of which vested on December 1, 2017; (ii) 10% of which vested on December 1, 2018; (iii) 15% of which vested on December 1, 2019; (iv) 20% of which will vest on December 1, 2020; (v) 25% of which will vest on December 1, 2021 and (vi) 25% of which will vest on December 1, 2022, (b) 46,448 RSUs which vest in three installments on December 1, 2020, December 1, 2021 and December 1, 2022, and (c) 38,961 RSUs which vest in three equal installments on June 1, 2020, June 1, 2021 and June 1, 2022; in each case provided that Mr. Montivero remains in continuous service as an employee, director or consultant of the Company through each applicable date. See “Item 6—B. Compensation.”

For information regarding share options and RSUs held by the persons listed above, see “—Equity Incentive Plans.”

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
12.1*	<u>Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
12.2*	<u>Certification by Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
13.1*	<u>Certification by the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
13.2*	<u>Certification by the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

* Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on Form 20-F/A on its behalf.

DESPEGAR.COM, CORP.

By: /s/ Damián Scokin

Name: Damián Scokin

Title: Chief Executive Officer

Date: April 13, 2020

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Damián Scokin, certify that:

1. I have reviewed this annual report on Form 20-F, as amended by the Amendment No. 1, of Despegar.com, Corp. (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - (d) disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: April 13, 2020

By: /s/ Damián Scokin
Name: Damián Scokin
Title: Chief Executive Officer

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Alberto Lopez Gaffney, certify that:

1. I have reviewed this annual report on Form 20-F, as amended by the Amendment No. 1, of Despegar.com, Corp. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - (d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting. and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 13, 2020

By: /s/ Alberto Lopez Gaffney
Name: Alberto Lopez Gaffney
Title: Chief Financial Officer

**Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Despegar.com, Corp. (the "Company") on Form 20-F for the fiscal year ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on April 10, 2020, as amended by Amendment No. 1 as filed on the date hereof (the "Report") I, Damián Scokin, Chief Executive Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 13, 2020

By: /s/ Damián Scokin
Name: Damián Scokin
Title: Chief Executive Officer

**Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Despegar.com, Corp. (the "Company") on Form 20-F for the fiscal year ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on April 10, 2020, as amended by Amendment No. 1 as filed on the date hereof (the "Report"), I, Alberto Lopez Gaffney, Chief Financial Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes-Oxley-Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 13, 2020

By: /s/ Alberto Lopez Gaffney

Name: Alberto Lopez Gaffney

Title: Chief Financial Officer