

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 20-F/A

(Amendment No. 2)

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, 2016

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

Date of event requiring this shell company report
For the transition period from _____ to _____
Commission file number: 001-37959

trivago N.V.

(Exact name of Registrant as specified in its charter and translation of Registrant's name into English)

The Netherlands
(Jurisdiction of incorporation or organization)

Bennigsen-Platz 1
40474 Düsseldorf
Federal Republic of Germany
+49 211 54065110
(Address of principal executive offices)

Rolf Schrömgens
Bennigsen-Platz 1
40474 Düsseldorf
Federal Republic of Germany
+49 211 54065110
(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	Name of each exchange on which registered
American Depositary Shares, each representing one Class A share, nominal value €0.06 per share	The NASDAQ Stock Market LLC
Class A shares, nominal value €0.06 per share*	The NASDAQ Stock Market LLC*

* Not for trading, but only in connection with the registration of the American Depositary Shares.

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:

30,026,635 Class A shares

209,008,088 Class B shares
(as of December 31, 2016)

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

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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 definition 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.

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

We are filing this amendment to our annual report on Form 20-F for the fiscal year ended December 31, 2016 (the “2016 Form 20-F”) to provide certain compensation information for our management board that is responsive to Item 6 (part B) of Form 20-F. This information was included in our Dutch statutory annual report for the year 2016 that was approved by our Annual General Meeting of Shareholders on June 9, 2017.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any item other than Item 6 (part B) of the 2016 Form 20-F, or reflect any events that have occurred after the 2016 Form 20-F was originally filed.

Item 6

B. Compensation

Compensation of Members of Our Management Board and Supervisory Board

The amount of compensation, including benefits in kind, accrued or paid to our management board members with respect to the year ended December 31, 2016 is described in the tables below.

We provided our management board with the following cash compensation in the fiscal year 2016:

(€ in thousands)	Hefer	Lehnert	Schrömgens	Siewert	Thomas	Vinnemeier
Amounts of periodically-paid remuneration	76	175	96	300	175	175
Bonuses	N/A	88	82	280	88	82
Profit Participation	4	36	N/A	N/A	28	N/A
Total cash compensation	80	299	178	580	291	257

In each case, our management board meet the objectives set forth as a condition for the awarding of the respective bonus paid to them. As of December 31, 2016, we have nothing set aside or accrued to provide pension, retirement or similar benefits to our management board members.

We provided our management board with the following cash compensation in the fiscal year 2015:

(€ in thousands)	Lehnert	Schrömgens	Siewert	Thomas	Vinnemeier
Amounts of periodically-paid remuneration	102	96	300	102	175
Bonuses	50	29	100	50	29
Profit Participation	N/A	N/A	N/A	N/A	N/A
Total cash compensation	152	125	400	152	204

Our management board held the following options as of December 31, 2016:

Beneficiary	Grant date	Vesting date	Number of options outstanding ¹	Strike price (in €)	Expiration Date ²
Hefer	Sept. 23, 2016	May 1, 2017, 2018, 2019	63,830	0.12	None
	Sept. 23, 2016	May 1, 2017, 2018, 2019	153,192	11.75	None
Lehnert	October 1, 2011	Oct. 1, 2011, 2012, 2013, 2014	188,305	0.06	None
	January 1, 2013	Jan. 1, 2014, 2015, 2016	51,356	0.06	None
	March 18, 2014	June 7, 2015, 2017	229,788	2.11	None
	May 15, 2015	July 31, 2017	102,711	0.06	None
Schrömgens	N/A	N/A	N/A	N/A	N/A
Siewert	N/A	N/A	N/A	N/A	N/A
Thomas	Sept. 1, 2011	Sept. 1, 2012, 2013, 2014	25,678	0.06	None
	July 16, 2013	June 30, 2013	8,559	0.06	None
	March 18, 2014	June 7, 2015, 2017	170,213	2.11	None
	May 15, 2015	March 8, 2016, 2017, 2018	110,639	2.11	None
	May 15, 2015	July 31, 2017	102,711	0.06	None
	July 16, 2015	July 16, 2015	25,678	0.06	None
Vinnemeiner	N/A	N/A	N/A	N/A	N/A

¹ As described further in this report, share options granted before our initial public offering are calculated by converting options relating to shares in trivago GmbH into options relating to shares of trivago N.V. by using the following conversion method (simplified): numbers of options were multiplied by the multiplier ratio 8,510.66824 used for purposes of our IPO. In case of trivago GmbH class B options, the result was divided by 1,000. Holders of trivago GmbH A class options with a former strike price of € 1.00 received certain a portion of trivago N.V. options in addition as compensation for the requirement of a higher strike price for trivago N.V. options due to corporate law requirements. In case the numbers relate to the time before the completion of our IPO, they are for illustrative purposes only and calculated using the method described above, as the actual option grants and exercises took place on the trivago GmbH level; minor deviations can occur due to rounding.

² Unvested options lapse when the beneficiary leaves trivago.

In the fiscal year 2016, Johannes Thomas exercised options at a strike price of €2.11 to receive the equivalent of 102,128 trivago N.V. shares, and Andrej Lehnert exercised options at a strike price of €2.11 to receive the equivalent of 110,639 trivago N.V. shares (it being understood that the above number of shares, in case they relate to the time before the completion of our IPO, are for illustrative purposes only, calculated using the method described above, as the actual option grants and exercises took place on the GmbH level based on the converted trivago GmbH options relating to trivago GmbH interests; minor deviations can occur due to rounding).

Our management board held the following options as of December 31, 2015:

Beneficiary	Grant date	Vesting Date	Number of options outstanding¹	Strike price (in €)	Expiration Date²
Lehnert	October 1, 2011	Oct. 1, 2011, 2012, 2013, 2014	188,305	0.06	None
	January 1, 2013	Jan. 1, 2014, 2015, 2016	51,356	0.06	None
	March 18, 2014	June 7, 2015, 2017	340,427	2.11	None
	May 15, 2015	July 31, 2017	102,711	0.06	None
Schrömgens	N/A	N/A	N/A	N/A	N/A
Siewert	N/A	N/A	N/A	N/A	N/A
Thomas	Sept. 1, 2011	Sept. 1, 2012, 2013, 2014	25,678	0.06	None
	July 16, 2013	June 30, 2013	8,559	0.06	None
	March 18, 2014	June 7, 2015, 2017	255,320	2.11	None
	May 15, 2015	March 8, 2016, 2017, 2018	127,660	2.11	None
	May 15, 2015	July 31, 2017	102,711	0.06	None
	July 15, 2015	July 16, 2015	25,678	0.06	None
Vinnemeiner	N/A	N/A	N/A	N/A	N/A

¹ As described further in this report, share options granted before our initial public offering are calculated by converting options relating to shares in trivago GmbH into options relating to shares of trivago N.V. by using the following conversion method (simplified): numbers of options were multiplied by the multiplier ratio 8,510.66824 used for purposes of our IPO. In case of GmbH class B options, the result was divided by 1,000. Holders of trivago GmbH A class options with a former strike price of € 1.00 received in addition a certain portion of trivago N.V. options as compensation for the requirement of a higher strike price for trivago N.V. options due to corporate law requirements. In case the numbers relate to the time before the completion of our IPO, they are for illustrative purposes only and calculated using the method described above, as the actual option grants and exercises took place on the trivago GmbH level; minor deviations can occur due to rounding.

² Unvested options lapse when the beneficiary leaves trivago.

In the fiscal year 2015, Johannes Thomas exercised options at a strike price of €0.06 to receive the equivalent of 77,033 trivago N.V. shares, and Andrej Lehnert exercised options at a strike price of €0.06 to receive the equivalent of 213,982 trivago N.V. shares (it being understood that the above number of shares, in case they relate to the time before the completion of our IPO, are for illustrative purposes only, calculated using the method described above, as the actual option grants and exercises took place on the GmbH level based on the converted trivago GmbH options relating to trivago GmbH interests; minor deviations can occur due to rounding).

The aggregate compensation, including benefits in kind, accrued or paid to our supervisory board members with respect to the year ended December 31, 2016, for services in all capacities was €0.0 million. As of December 31, 2016, we have nothing set aside or accrued to provide pension, retirement or similar benefits to our supervisory board members. For the year ended December 31, 2016, no member of our supervisory board was granted equity based compensation. No member of our supervisory board held share options during the fiscal year ended December 31, 2016.

The primary objective of our senior management's compensation program is to attract, motivate, reward and retain the managerial talent needed to achieve our business objectives. In addition, the compensation program is intended to compensate all employees at competitive market rates, while recognizing extraordinary accomplishments. In addition, compensation arrangements for our senior management have been designed to align a portion of their compensation with the achievement of our business objectives and growth strategy. Bonus payments for our senior management are determined with respect to a given year based on quantitative and qualitative goals set for our company as a whole, as well as on an individual basis. Once the results of the year are known, bonus payments are determined at the discretion of our board and, with respect to senior management reporting to the CEO, in light of recommendations made by the CEO.

2016 Omnibus Incentive Plan

In connection with our IPO, we established the trivago N.V. 2016 Omnibus Incentive Plan, which we refer to as the 2016 Plan, with the purpose of giving us a competitive advantage in attracting, retaining and motivating officers, employees, directors who are members of the management board and/or consultants by providing them incentives directly linked to shareholder value. The maximum number of Class A shares available for issuance under the 2016 Plan shall be 34,711,009 Class A shares. Class A shares issuable under the 2016 Plan will be represented by ADSs for such Class A shares. The 2016 Plan was amended on March 6, 2017 to, among other things, permit the delegation of certain responsibilities to the management board.

Plan administration. The 2016 Plan is administered by a committee of at least two members of our supervisory board, which we refer to as the plan committee. The plan committee must approve all awards to directors. Our management board may approve awards to eligible recipients other than directors, subject to annual aggregate and individual limits as may be agreed to with the supervisory board. Subject to applicable law or the listing standards of the applicable exchange, the plan committee may delegate to other appropriate persons the authority to grant equity awards under the 2016 Plan to our eligible award recipients.

Eligibility. Management board members, officers, employees and consultants of the company or any of our subsidiaries or affiliates, and any prospective directors, officers, employees and consultants of the company who have accepted offers of employment or consultancy from the company or our subsidiaries or affiliates (excluding supervisory board members) are eligible for awards under the 2016 Plan.

Awards. Awards include options, share appreciation rights, restricted share units and other share-based and cash-based awards. Awards may be settled in stock or cash. The option exercise price for options granted to members of the management board under the 2016 Plan for management board members shall not be less than the fair market value of a share as defined in the 2016 Plan on the relevant grant date. The option exercise price for options under the 2016 Plan for other eligible individuals can be less than the fair market value of a share as defined in the 2016 Plan on the relevant grant date, unless otherwise approved by shareholders at a general meeting. To the extent that listing standards of the applicable exchange require the company's shareholders to approve any repricing of options, options may not be repriced without shareholder approval.

Vesting period. Options and share appreciation rights shall vest and become exercisable at such time and pursuant to such conditions as determined by the plan committee and as may be specified in an individual grant agreement. The plan committee may at any time accelerate the exercisability of any option or share appreciation right. Restricted shares may vest based on continued service, attainment of performance goals or both continued service and performance goals. The plan committee at any time may waive any of these vesting conditions.

Term. Options and share appreciation rights will have a term of not more than ten years. The 2016 Plan will also have a ten year term, although awards outstanding on the date the 2016 Plan terminates will not be affected by the termination of the 2016 Plan.

Signatures

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

trivago N.V.

By: /s/ Rolf Schrömgens
Rolf Schrömgens
Chief Executive Officer, Managing Director

Date: 6/20/2017

By: /s/ Axel Hefer
Axel Hefer
Chief Financial Officer, Managing Director

Date: 6/20/2017