

1.) CORPORATION NAME:

Groupon, Inc.

DUE DATE: **1/31/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802**

SCC ID NO: **F1884784**

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMA	2,000,000,000
COMB	10,000,000
COMMON	2,010,000,000

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 600 W. Chicago Ave.
Suite 400

CITY/ST/ZIP: Chicago, IL 60654

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: ANDREW MASON TITLE: CEO ADDRESS: 600 W. Chicago Ave. Suite 400 CITY/ST/ZIP/CO: CHICAGO, IL 60654</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: Jason Child TITLE: TREASURER ADDRESS: 600 W. Chicago Ave. Suite 400 CITY/ST/ZIP/CO: CHICAGO, IL 60654</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: David Schellhase TITLE: SECRETARY ADDRESS: 600 W. Chicago Ave. Suite 400 CITY/ST/ZIP/CO: CHICAGO, IL 60654</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: MELLODY HOBSON TITLE: DIRECTOR ADDRESS: 600 W. Chicago Ave. Suite 400 CITY/ST/ZIP/CO: CHICAGO, IL 60654</p>	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
<p>NAME: Peter Barris TITLE: DIRECTOR ADDRESS: 600 W. Chicago Ave. Suite 400 CITY/ST/ZIP/CO: CHICAGO, IL 60654</p>	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR

NAME:	Bradley M. Downes	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	Other officer		
ADDRESS:	600 W. Chicago Ave.		
	Suite 400		
CITY/ST/ZIP/CO:	Chicago, IL 60654		

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ Bradley M. Downes	Bradley M. Downes,	1/8/2013
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.