

1.) CORPORATION NAME:

DUE DATE: **1/31/2014**

Groupon, Inc.

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

SCC ID NO: **F1884784**

**CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
GLEN ALLEN, VA**

5.) STOCK INFORMATION

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

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

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.

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	JASON CHILD	
TITLE:	CFO	
ADDRESS:	600 W. CHICAGO AVE. SUITE 400	
CITY/ST/ZIP/CO:	CHICAGO, IL 60654	

	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME:	PETER J BARRIS	
TITLE:	DIRECTOR	
ADDRESS:	600 W. CHICAGO AVE. SUITE 400	
CITY/ST/ZIP/CO:	CHICAGO, IL 60654	

	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME:	MELLODY L HOBSON	
TITLE:	DIRECTOR	
ADDRESS:	600 W. CHICAGO AVE. SUITE 400	
CITY/ST/ZIP/CO:	CHICAGO, IL 60654	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	David Schellhase	
TITLE:	SECRETARY	
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/ JASON CHILD	JASON CHILD, CFO	12/13/2013
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.