

GROUPON, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/30/12

Address	600 WEST CHICAGO AVENUE, SUITE 830 CHICAGO, IL 60610
Telephone	(312) 604-5515
CIK	0001490281
Symbol	GRPN
SIC Code	7311 - Advertising Agencies
Industry	Retail (Catalog & Mail Order)
Sector	Services
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): **April 24, 2012**

GROUPON, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction
of incorporation)

001-35335
(Commission
File Number)

27-0903295
(I.R.S. Employer
Identification No.)

**600 West Chicago Avenue
Suite 620
Chicago, Illinois**
(Address of principal executive offices)

60654
(Zip Code)

(312) 676-5773
(Registrant's telephone number, including area
code)

N/A
(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))
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Item 5.02 Department of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On April 24, 2012, Howard Schultz, notified the Company that he will not stand for re-election at the Company's Annual Meeting of Stockholders on June 19, 2012, and submitted his resignation as a member of the Board of Directors (the "Board") of Groupon, Inc. (the "Company") to the Executive Chairman of the Board, which resignation stated that it was effective immediately. Mr. Schultz's decision is not the result of any dispute or disagreement with the Company or its Board on any matter relating to the Company's operations, policies or practices.

On April 26, 2012, Kevin J. Efrusy notified the Company that he will not stand for re-election at the Company's the Annual Meeting of Stockholders on June 19, 2012. He will continue to serve as a director until such time. Mr. Efrusy's decision is not the result of any dispute or disagreement with the Company or its Board on any matter relating to the Company's operations, policies or practices.

(d) On April 26, 2012, Daniel Henry, 62, was appointed to the Board of Directors, effective immediately. Mr. Henry also was appointed to the Audit Committee. Mr. Henry has been the Chief Financial Officer of American Express Company since October 2007. Mr. Henry is responsible for leading American Express Company's finance organization and representing American Express to investors, lenders and rating agencies. He has also served as Executive Vice President and Chief Financial Officer of U.S Consumer, Small Business and Merchant Services and joined American Express as Comptroller in 1990. Prior to joining American Express, Mr. Henry was a partner with Ernst & Young.

There is no arrangement or understanding with any person pursuant to which Mr. Henry was selected as a director. Mr. Henry's compensation for service as a non-employee director will be consistent with that of the Company's other non-employee directors.

At the Company's Annual Meeting of Stockholders on June 19, 2012, all current directors, other than Mr. Efrusy, will be subject to re-election by the stockholders of the Company. In addition, on April 30, 2012, the Company announced that Robert J. Bass, 62, will be a director nominee at such meeting. The Company expects to appoint Mr. Bass to the Audit Committee following his election at the Annual Meeting. Mr. Bass has been a vice chairman of Deloitte LLP since 2006, and a partner in Deloitte since 1982. He will retire from Deloitte on June 2, 2012. Mr. Bass has specialized in e-commerce, mergers and acquisitions and SEC filings. At Deloitte, Mr. Bass is responsible for all services provided to Forstmann Little and its portfolio companies and is the advisory partner for Blackstone, DIRECTV, McKesson, IMG and CSC. He has also previously been the advisory partner for Priceline.com, RR Donnelley, Automatic Data Processing, Community Health Systems and Avis Budget. He is a member of the American Institute of Certified Public Accountants and the New York and Connecticut State Societies of Certified Public Accountants.

A copy of the press release announcing Mr. Schultz's resignation, Mr. Efrusy's decision not to stand for re-election, Mr. Henry's appointment and Mr. Bass' nomination is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 8.01 Other Events.

The information contained in Item 5.02 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits:*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 30, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GROUPON, INC.

Dated: April 30, 2012

By: /s/ Jason E. Child
Name: Jason E. Child
Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated April 30, 2012.



Groupon Appoints Two Directors to Board

Daniel Henry, CFO of American Express, and Robert Bass, Vice Chair of Deloitte

CHICAGO—(BUSINESS WIRE)— Groupon, Inc. (<http://www.groupon.com>) (NASDAQ:GRPN) today announced that Daniel Henry, the chief financial officer of American Express Company and Robert Bass, a vice chairman of Deloitte LLP will join its Board of Directors. Both will serve on the Audit Committee with Audit Chair, Ted Leonsis. Daniel Henry was appointed to the Board on April 26, replacing Howard Schultz, who has stepped down from the Board. Robert Bass will stand for election at the annual stockholder meeting to be held on June 19 following his retirement from Deloitte, replacing Kevin Efrusy, who will not stand for reelection at that time. “With their deep financial, accounting and operational experience, Dan and Bob will provide invaluable expertise to the Board going forward,” said Eric Lefkofsky, Groupon Chairman.

Daniel Henry, 62, has been the Chief Financial Officer of American Express Company since October 2007. Henry is responsible for leading American Express Company’s finance organization and representing American Express to investors, lenders and rating agencies. He has also served as Executive Vice President and Chief Financial Officer of U.S Consumer, Small Business and Merchant Services and joined American Express as Comptroller in 1990. Prior to joining American Express, Henry was a partner with Ernst & Young.

Robert Bass, 62, has been a vice chairman of Deloitte LLP since 2006, and a partner in Deloitte since 1982. He will retire from Deloitte on June 2, 2012. Bass has specialized in e-commerce, mergers and acquisitions and SEC filings. At Deloitte, Bass is responsible for all services provided to Forstmann Little and its portfolio companies and is the advisory partner for Blackstone, DIRECTV, McKesson, IMG and CSC. He has also previously been the advisory partner for priceline.com, RR Donnelley, Automatic Data Processing, Community Health Systems and Avis Budget. He is a member of the American Institute of Certified Public Accountants and the New York and Connecticut State Societies of Certified Public Accountants.

“I’m thrilled to have been a part of Groupon’s development,” said Kevin Efrusy. “The Company is well on its way to becoming the operating system for all local commerce.”

“Howard and Kevin helped guide us on our journey to becoming a public company and I want to thank them and acknowledge their contributions,” said Groupon CEO Andrew Mason.

“During my tenure on the Board, I was impressed by the game-changing opportunities that Groupon has delivered for both merchants and customers on a global scale,” said Howard Schultz. “Groupon has a strong sense of mission and purpose, and as I move on to focus on my other time commitments, I wish them the very best.”

Additional Information and Where To Find It

This document may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders for Groupon's 2012 annual meeting of stockholders ("2012 Annual Meeting"). Groupon intends to file with the SEC and make available to the stockholders of Groupon of record on April 30, 2012 a proxy statement containing important information about director elections and certain other matters to be considered by the stockholders of Groupon at its 2012 Annual Meeting. **BEFORE MAKING ANY VOTING DECISION, GROUPON'S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) WHEN IT BECOMES AVAILABLE CAREFULLY AND IN ITS ENTIRETY BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT DIRECTOR ELECTIONS AND CERTAIN OTHER MATTERS TO BE CONSIDERED AT THE 2012 ANNUAL MEETING.** Investors will be able to obtain the proxy statement and other relevant materials, when available, free of charge at the SEC's website (www.sec.gov). In addition, documents filed with the SEC by Groupon, including the proxy statement when available, and the Annual Report on Form 10-K for the year ended Dec. 31, 2011, will be able free of charge on the company's Investor Relations web site at <http://investor.groupon.com>.

About Groupon

Groupon, launched in November 2008 in Chicago, features a daily deal on the best stuff to do, eat, see and buy in 48 countries around the world. Groupon uses collective buying power to offer huge discounts and provide a win-win for business and consumers, delivering more than 1,000 daily deals globally. To subscribe for the best deals in your city, visit <http://www.groupon.com>. To learn how to become a featured business, visit <http://www.grouponworks.com>.

Forward-Looking Statements

This announcement contains forward-looking statements that involve risks and uncertainties, and actual results could differ materially from those discussed. Factors that could cause or contribute to such differences include, but are not limited to, the factors included under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Annual Report on Form 10-K for the year ended Dec. 31, 2011, filed with the Securities and Exchange Commission, copies of which may be obtained by visiting the company's Investor Relations web site at <http://investor.groupon.com> or the SEC's web site at www.sec.gov. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this press release to conform these statements to actual results or to changes in our expectations.

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