

**Groupon, Inc.**  
**Summary Consolidated and Segment Results**  
(in thousands, except share and per share amounts)  
(unaudited)

	Three Months Ended March 31,		Y/Y % Growth	FX Effect <sup>(2)</sup>	Y/Y % Growth excluding FX <sup>(2)</sup>
	2014	2013			
<b>Gross Billings <sup>(1)</sup>:</b>					
North America	\$ 781,769	\$ 681,319	14.7 %	\$ (844)	14.9 %
EMEA	513,588	492,318	4.3 %	14,983	1.3 %
Rest of World	521,854	234,132	122.9 %	(24,621)	133.4 %
<b>Consolidated billings</b>	<b><u>\$ 1,817,211</u></b>	<b><u>\$ 1,407,769</u></b>	<b>29.1 %</b>	<b><u>\$ (10,482)</u></b>	<b>29.8 %</b>
<b>Revenue:</b>					
North America	\$ 431,062	\$ 339,554	26.9 %	\$ (288)	27.0 %
EMEA	230,893	183,798	25.6 %	6,841	21.9 %
Rest of World	95,682	78,050	22.6 %	(9,417)	34.7 %
<b>Consolidated revenue</b>	<b><u>\$ 757,637</u></b>	<b><u>\$ 601,402</u></b>	<b>26.0 %</b>	<b><u>\$ (2,864)</u></b>	<b>26.5 %</b>
(Loss) income from operations	\$ (19,953)	\$ 21,178	(194.2) %	\$ 1,685	(202.2) %
Net loss attributable to Groupon, Inc.	\$ (37,795)	\$ (3,992)			
<b>Net loss per share:</b>					
Basic	\$ (0.06)	\$ (0.01)			
Diluted	\$ (0.06)	\$ (0.01)			
<b>Weighted average number of shares outstanding</b>					
Basic	682,378,690	658,800,417			
Diluted	682,378,690	658,800,417			

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Represents the change in financial measures that would have resulted had average exchange rates in the reporting period been the same as those in effect during the three months ended March 31, 2013.

**Groupon, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Operating activities</b>		
Net loss	\$ (35,363)	\$ (3,242)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities		
Depreciation and amortization of property, equipment and software	22,092	15,114
Amortization of acquired intangible assets	12,648	5,586
Stock-based compensation	23,729	29,907
Deferred income taxes	573	(258)
Excess tax benefits on stock-based compensation	(5,855)	(832)
(Gain) loss on equity method investments	(52)	19
(Gain) loss, net from changes in fair value of contingent consideration	(39)	68
Impairment of cost method investments	397	-
Change in assets and liabilities, net of acquisitions		
Restricted cash	2,950	2,523
Accounts receivable	(24,393)	(7,684)
Prepaid expenses and other current assets	(5,150)	12,527
Accounts payable	7,315	(19,606)
Accrued merchant and supplier payables	(23,649)	(39,417)
Accrued expenses and other current liabilities	(5,379)	13,302
Other, net	9,459	753
<b>Net cash (used in) provided by operating activities</b>	<b>(20,717)</b>	<b>8,760</b>
<b>Net cash used in investing activities</b>	<b>(138,608)</b>	<b>(30,679)</b>
<b>Net cash used in financing activities</b>	<b>(41,492)</b>	<b>(9,342)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(831)</b>	<b>(12,378)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(201,648)</b>	<b>(43,639)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>1,240,472</b>	<b>1,209,289</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,038,824</b>	<b>\$ 1,165,650</b>

**Groupon, Inc.**  
**Consolidated Statements of Operations**  
(in thousands, except share and per share amounts)  
(unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Revenue:</b>		
Third party and other	\$ 426,429	\$ 439,108
Direct	331,208	162,294
Total revenue	<u>757,637</u>	<u>601,402</u>
<b>Cost of revenue:</b>		
Third party and other	62,351	70,016
Direct	309,565	152,377
Total cost of revenue	<u>371,916</u>	<u>222,393</u>
Gross profit	<u>385,721</u>	<u>379,009</u>
<b>Operating expenses:</b>		
Marketing	78,924	49,557
Selling, general and administrative	324,965	308,206
Acquisition-related expense, net	1,785	68
Total operating expenses	<u>405,674</u>	<u>357,831</u>
<b>(Loss) income from operations</b>	<u>(19,953)</u>	<u>21,178</u>
Other expense, net	(840)	(5,083)
<b>(Loss) income before provision for income taxes</b>	<u>(20,793)</u>	<u>16,095</u>
Provision for income taxes	14,570	19,337
<b>Net loss</b>	<u>(35,363)</u>	<u>(3,242)</u>
Net income attributable to noncontrolling interests	(2,432)	(750)
<b>Net loss attributable to Groupon, Inc.</b>	<u>\$ (37,795)</u>	<u>\$ (3,992)</u>
<b>Net loss per share</b>		
Basic	\$ (0.06)	\$ (0.01)
Diluted	\$ (0.06)	\$ (0.01)
<b>Weighted average number of shares outstanding</b>		
Basic	682,378,690	658,800,417
Diluted	682,378,690	658,800,417

**Groupon, Inc.**  
**Consolidated Balance Sheets**  
(in thousands, except share and per share amounts)

	March 31, 2014 (unaudited)	December 31, 2013
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,038,824	\$ 1,240,472
Accounts receivable, net	125,527	83,673
Deferred income taxes	29,897	27,938
Prepaid expenses and other current assets	234,102	210,415
<b>Total current assets</b>	<b>1,428,350</b>	<b>1,562,498</b>
Property, equipment and software, net	159,649	134,423
Goodwill	447,370	220,827
Intangible assets, net	140,738	28,443
Investments	24,450	20,652
Deferred income taxes, non-current	44,559	35,941
Other non-current assets	35,490	39,226
<b>Total Assets</b>	<b>\$ 2,280,606</b>	<b>\$ 2,042,010</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$ 45,524	\$ 27,573
Accrued merchant and supplier payables	816,329	752,943
Accrued expenses	253,015	226,986
Deferred income taxes	48,368	47,558
Other current liabilities	134,315	132,718
<b>Total current liabilities</b>	<b>1,297,551</b>	<b>1,187,778</b>
Deferred income taxes, non-current	12,331	10,853
Other non-current liabilities	147,197	131,697
<b>Total Liabilities</b>	<b>1,457,079</b>	<b>1,330,328</b>
Commitments and contingencies		
<b>Stockholders' Equity</b>		
Class A common stock, par value \$0.0001 per share, 2,000,000,000 shares authorized, 687,288,634 shares issued and 679,780,134 shares outstanding at March 31, 2014 and 670,149,976 shares issued and 665,717,176 shares outstanding at December 31, 2013	69	67
Class B common stock, par value \$0.0001 per share, 10,000,000 shares authorized, 2,399,976 shares issued and outstanding at March 31, 2014 and December 31, 2013	-	-
Common stock, par value \$0.0001 per share, 2,010,000,000 shares authorized, no shares issued and outstanding at March 31, 2014 and December 31, 2013	-	-
Additional paid-in capital	1,768,271	1,584,211
Treasury stock, at cost, 7,508,500 shares at March 31, 2014 and 4,432,800 shares at December 31, 2013	(76,048)	(46,587)
Accumulated deficit	(886,665)	(848,870)
Accumulated other comprehensive income	20,020	24,830
<b>Total Groupon, Inc. Stockholders' Equity</b>	<b>825,647</b>	<b>713,651</b>
Noncontrolling interests	(2,120)	(1,969)
<b>Total Equity</b>	<b>823,527</b>	<b>711,682</b>
<b>Total Liabilities and Equity</b>	<b>\$ 2,280,606</b>	<b>\$ 2,042,010</b>

**Groupon, Inc.**  
**Segment Information**  
(in thousands)  
(unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>North America</b>		
Gross billings <sup>(1)</sup>	\$ 781,769	\$ 681,319
Revenue	\$ 431,062	\$ 339,554
Segment cost of revenue and operating expenses <sup>(2)</sup>	419,677	298,188
Segment operating income <sup>(2)</sup>	\$ 11,385	\$ 41,366
<i>Segment operating income as a percent of segment revenue</i>	<i>2.6 %</i>	<i>12.2 %</i>
<b>EMEA</b>		
Gross billings <sup>(1)</sup>	\$ 513,588	\$ 492,318
Revenue	\$ 230,893	\$ 183,798
Segment cost of revenue and operating expenses <sup>(2)</sup>	211,970	149,622
Segment operating income <sup>(2)</sup>	\$ 18,923	\$ 34,176
<i>Segment operating income as a percent of segment revenue</i>	<i>8.2 %</i>	<i>18.6 %</i>
<b>Rest of World</b>		
Gross billings <sup>(1)</sup>	\$ 521,854	\$ 234,132
Revenue	\$ 95,682	\$ 78,050
Segment cost of revenue and operating expenses <sup>(2)</sup>	120,429	102,439
Segment operating loss <sup>(2)</sup>	\$ (24,747)	\$ (24,389)
<i>Segment operating loss as a percent of segment revenue</i>	<i>(25.9) %</i>	<i>(31.2) %</i>

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Segment cost of revenue and operating expenses and segment operating income (loss) exclude stock-based compensation and acquisition-related expense (benefit), net.

**Groupon, Inc.**  
**Non-GAAP Reconciliation Schedules**  
(in thousands, except share and per share amounts)  
(unaudited)

Adjusted EBITDA and earnings (loss) per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related expense, net are non-GAAP financial measures. The Company reconciles Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss" for the periods presented, and the Company reconciles earnings (loss) per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related expense, net to the most comparable U.S. GAAP financial measure, "Diluted net earnings (loss) per share" for the period presented.

The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
<b>Net loss</b>	\$ (3,242)	\$ (5,551)	\$ (1,292)	\$ (78,861)	\$ (35,363)
Adjustments:					
Stock-based compensation	29,907	32,446	26,870	32,239	23,729
Acquisition-related expense (benefit), net	68	(815)	(1,529)	2,265	1,785
Depreciation and amortization	20,700	21,468	23,149	24,132	34,740
Other expense (income), net	5,083	5,579	(832)	84,833	840
Provision for income taxes	19,337	27,384	15,936	7,380	14,570
Total adjustments	75,095	86,062	63,594	150,849	75,664
<b>Adjusted EBITDA</b>	\$ 71,853	\$ 80,511	\$ 62,302	\$ 71,988	\$ 40,301

The following is a reconciliation of diluted net loss per share to diluted loss per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related expense, net for the three months ended March 31, 2014:

	Three Months Ended March 31, 2014
Net loss attributable to Groupon, Inc.	\$ (37,795)
Stock-based compensation	23,729
Amortization of acquired intangible assets	12,648
Acquisition-related expense, net	1,785
Income tax effect of adjustment:	(8,377)
Net loss attributable to common stockholders excluding stock-based compensation	
amortization of acquired intangible assets and acquisition-related expense, net	\$ (8,010)
Diluted shares	682,378,690
Incremental diluted shares <sup>(1)</sup>	-
Adjusted diluted shares	682,378,690
Diluted net loss per share	\$ (0.06)
Impact of stock-based compensation, amortization of acquired intangible assets and acquisition-related expense, net	0.05
Diluted loss per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related expense, net	\$ (0.01)

(1) Outstanding equity awards are not reflected in the calculation for the three months ended March 31, 2014 because the effect would be antidilutive.

Foreign exchange rate neutral operating results are non-GAAP financial measures. The Company reconciles foreign exchange rate neutral operating results to the most comparable U.S. GAAP financial measures, "Gross billings," "Revenue" and "(Loss) income from operations," respectively, for the periods presented. The Company reconciles "foreign exchange rate neutral Gross billings growth" and "foreign exchange rate neutral Revenue growth" to year-over-year growth rates for the most comparable U.S. GAAP financial measures, "Gross billings" and "Revenue," respectively, for the periods presented.

The effect of the Company's gross billings, revenue and (loss) income from operations from changes in exchange rates versus the U.S. Dollar for the three months ended March 31, 2014 was as follow

	Three Months Ended March 31, 2014			Three Months Ended March 31, 2014		
	At Avg. Q1 2013 Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported	At Avg. Q4 2013 Rates <sup>(3)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported
Gross billings	\$ 1,827,693	\$ (10,482)	\$ 1,817,211	\$ 1,825,844	\$ (8,633)	\$ 1,817,211
Revenue	\$ 760,501	\$ (2,864)	\$ 757,637	\$ 759,885	\$ (2,248)	\$ 757,637
(Loss) income from operations	\$ (21,638)	\$ 1,685	\$ (19,953)	\$ (20,777)	\$ 824	\$ (19,953)

(1) Represents the financial statement balances that would have resulted had average exchange rates in the reporting period been the same as those in effect during the three months ended March 31, 20

(2) Represents the increase or decrease in reported amounts resulting from changes in exchange rates from those in effect in the comparable period

(3) Represents the financial statement balances that would have resulted had average exchange rates in the reporting period been the same as those in effect during the three months ended December 31, 2013.

The following is a quarterly reconciliation of foreign exchange rate neutral Gross billings growth from the comparable quarterly periods of the prior year to reported Gross billings growth from the comparable quarterly periods of the prior year.

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
EMEA Gross billings growth, excluding FX	(9) %	4 %	9 %	3 %	1 %
FX Effect	1 %	- %	3 %	3 %	3 %
EMEA Gross billings growth	(8) %	4 %	12 %	6 %	4 %
Rest of World Gross billings growth, excluding FX	(6) %	(16) %	(4) %	(2) %	133 %
FX Effect	(5) %	(5) %	(9) %	(9) %	(10) %
Rest of World Gross billings growth	(11) %	(21) %	(13) %	(11) %	123 %
Consolidated Gross billings growth, excluding FX	5 %	11 %	11 %	5 %	30 %
FX Effect	(1) %	(1) %	(1) %	- %	(1) %
Consolidated Gross billings growth	4 %	10 %	10 %	5 %	29 %

The following is a quarterly reconciliation of foreign exchange rate neutral Revenue growth from the comparable quarterly periods of the prior year to reported Revenue growth from the comparable quarterly periods of the prior year.

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
EMEA Revenue growth, excluding FX	(20) %	(25) %	(23) %	38 %	22 %
FX Effect	- %	1 %	2 %	5 %	4 %
EMEA Revenue growth	(20) %	(24) %	(21) %	43 %	26 %
Rest of World Revenue growth, excluding FX	(8) %	(21) %	7 %	(6) %	35 %
FX Effect	(6) %	(5) %	(11) %	(9) %	(12) %
Rest of World Revenue growth	(14) %	(26) %	(4) %	(15) %	23 %
Consolidated Revenue growth, excluding FX	8 %	8 %	6 %	20 %	26 %
FX Effect	- %	(1) %	(1) %	- %	- %
Consolidated Revenue growth	8 %	7 %	5 %	20 %	26 %

**Groupon, Inc.**  
**Supplemental Financial Information and Business Metrics<sup>9)</sup>**  
(financial data in thousands, except per share data; active customers in millions)  
(unaudited)

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
<b>Segments</b>					
<b>North America Segment</b>					
<b>Gross Billings<sup>(1)</sup></b>					
Local <sup>(2)</sup> Gross Billings	\$ 450,841	\$ 453,030	\$ 405,913	\$ 439,131	\$ 456,952
Goods Gross Billings	165,359	196,878	194,565	286,039	242,896
Travel <sup>(3)</sup> Gross Billings	65,119	62,297	64,521	63,551	81,921
<b>Total Gross Billings</b>	<b>\$ 681,319</b>	<b>\$ 712,205</b>	<b>\$ 664,999</b>	<b>\$ 788,721</b>	<b>\$ 781,769</b>
Year-over-year growth	23 %	30 %	20 %	10 %	15 %
% Third Party and Other	78 %	74 %	72 %	67 %	70 %
% Direct	22 %	26 %	28 %	33 %	30 %
<b>Gross Billings Trailing Twelve Months (TTM)</b>	<b>\$ 2,500,915</b>	<b>\$ 2,664,845</b>	<b>\$ 2,777,475</b>	<b>\$ 2,847,244</b>	<b>\$ 2,947,694</b>
<b>Revenue<sup>(3)</sup></b>					
Local Revenue	\$ 172,294	\$ 177,377	\$ 162,346	\$ 161,601	\$ 177,247
Goods Revenue	151,209	186,028	185,914	268,281	237,435
Travel Revenue	16,051	13,777	12,578	13,902	16,380
<b>Total Revenue</b>	<b>\$ 339,554</b>	<b>\$ 377,182</b>	<b>\$ 360,838</b>	<b>\$ 443,784</b>	<b>\$ 431,062</b>
Year-over-year growth	42 %	45 %	24 %	18 %	27 %
% Third Party and Other	56 %	52 %	49 %	41 %	45 %
% Direct	44 %	48 %	51 %	59 %	55 %
<b>Revenue TTM</b>	<b>\$ 1,266,689</b>	<b>\$ 1,383,690</b>	<b>\$ 1,452,925</b>	<b>\$ 1,521,358</b>	<b>\$ 1,612,866</b>
<b>Gross Profit<sup>(4)</sup></b>					
Local Gross Profit	\$ 146,379	\$ 155,728	\$ 138,890	\$ 140,944	\$ 152,622
% of North America Total Local Gross Billings	32.5 %	34.4 %	34.2 %	32.1 %	33.4 %
Goods Gross Profit	12,456	26,977	21,609	21,030	12,604
% of North America Total Goods Gross Billings	7.5 %	13.7 %	11.1 %	7.4 %	5.2 %
Travel Gross Profit	13,521	11,881	11,070	12,352	14,442
% of North America Total Travel Gross Billings	20.8 %	19.1 %	17.2 %	19.4 %	17.6 %
<b>Total Gross Profit</b>	<b>\$ 172,356</b>	<b>\$ 194,586</b>	<b>\$ 171,569</b>	<b>\$ 174,326</b>	<b>\$ 179,668</b>
Year-over-year growth	2 %	12 %	7 %	15 %	4 %
% Third Party and Other	94 %	88 %	90 %	91 %	94 %
% Direct	6 %	12 %	10 %	9 %	6 %
% of North America Total Gross Billings	25.3 %	27.3 %	25.8 %	22.1 %	23.0 %
<b>EMEA Segment</b>					
<b>Gross Billings</b>					
Local Gross Billings	\$ 260,297	\$ 241,856	\$ 207,803	\$ 277,472	\$ 262,141
Goods Gross Billings	149,193	167,594	169,849	219,880	183,013
Travel Gross Billings	82,828	72,800	65,666	68,361	68,434
<b>Total Gross Billings</b>	<b>\$ 492,318</b>	<b>\$ 482,250</b>	<b>\$ 443,318</b>	<b>\$ 565,713</b>	<b>\$ 513,588</b>
Year-over-year growth	(8) %	4 %	12 %	6 %	4 %
Year-over-year growth, excluding FX <sup>(5)</sup>	(9) %	4 %	9 %	3 %	1 %
% Third Party and Other	98 %	100 %	98 %	83 %	83 %
% Direct	2 %	0 %	2 %	17 %	17 %
<b>Gross Billings TTM</b>	<b>\$ 1,883,265</b>	<b>\$ 1,903,136</b>	<b>\$ 1,950,367</b>	<b>\$ 1,983,599</b>	<b>\$ 2,004,869</b>
<b>Revenue</b>					
Local Revenue	\$ 111,589	\$ 110,229	\$ 92,141	\$ 116,061	\$ 109,120
Goods Revenue	53,326	35,119	41,279	119,274	106,889
Travel Revenue	18,883	14,614	14,530	15,870	14,884
<b>Total Revenue</b>	<b>\$ 183,798</b>	<b>\$ 159,962</b>	<b>\$ 147,950</b>	<b>\$ 251,205</b>	<b>\$ 230,893</b>
Year-over-year growth	(20) %	(24) %	(21) %	43 %	26 %
Year-over-year growth, excluding FX	(20) %	(25) %	(23) %	38 %	22 %
% Third Party and Other	96 %	99 %	94 %	61 %	61 %
% Direct	4 %	1 %	6 %	39 %	39 %
<b>Revenue TTM</b>	<b>\$ 758,918</b>	<b>\$ 707,325</b>	<b>\$ 667,988</b>	<b>\$ 742,915</b>	<b>\$ 790,010</b>
<b>Gross Profit</b>					
Local Gross Profit	\$ 97,389	\$ 99,318	\$ 81,808	\$ 105,210	\$ 100,066
% of EMEA Total Local Gross Billings	37.4 %	41.1 %	39.4 %	37.9 %	38.2 %
Goods Gross Profit	39,974	27,108	28,943	33,526	27,302
% of EMEA Total Goods Gross Billings	26.8 %	16.2 %	17.0 %	15.2 %	14.9 %
Travel Gross Profit	16,358	13,105	12,930	14,457	13,669
% of EMEA Total Travel Gross Billings	19.7 %	18.0 %	19.7 %	21.1 %	20.0 %
<b>Total Gross Profit</b>	<b>\$ 153,721</b>	<b>\$ 139,531</b>	<b>\$ 123,681</b>	<b>\$ 153,193</b>	<b>\$ 141,037</b>
Year-over-year growth	(23) %	(24) %	(24) %	7 %	(8) %
% Third Party and Other	100 %	101 %	99 %	91 %	92 %
% Direct	- %	(1) %	1 %	9 %	8 %
% of EMEA Total Gross Billings	31.2 %	28.9 %	27.9 %	27.1 %	27.5 %
<b>Rest of World Segment</b>					
<b>Gross Billings</b>					
Local Gross Billings	\$ 120,319	\$ 115,156	\$ 118,718	\$ 116,824	\$ 167,833
Goods Gross Billings	77,772	72,399	78,973	89,451	283,091
Travel Gross Billings	36,041	31,796	36,640	32,398	70,930
<b>Total Gross Billings</b>	<b>\$ 234,132</b>	<b>\$ 219,351</b>	<b>\$ 234,331</b>	<b>\$ 238,673</b>	<b>\$ 521,854</b>
Year-over-year growth	(11) %	(21) %	(13) %	(11) %	123 %
Year-over-year growth, excluding FX	(6) %	(16) %	(4) %	(2) %	133 %
% Third Party and Other	97 %	97 %	97 %	97 %	99 %
% Direct	3 %	3 %	3 %	3 %	1 %
<b>Gross Billings TTM</b>	<b>\$ 1,048,973</b>	<b>\$ 992,302</b>	<b>\$ 956,833</b>	<b>\$ 926,487</b>	<b>\$ 1,214,209</b>
<b>Revenue</b>					
Local Revenue	\$ 45,414	\$ 43,849	\$ 51,900	\$ 40,847	\$ 43,814
Goods Revenue	24,840	20,610	25,061	26,158	41,855
Travel Revenue	7,796	7,144	9,310	6,453	10,013
<b>Total Revenue</b>	<b>\$ 78,050</b>	<b>\$ 71,603</b>	<b>\$ 86,271</b>	<b>\$ 73,458</b>	<b>\$ 95,682</b>
Year-over-year growth	(14) %	(26) %	(4) %	(15) %	23 %
Year-over-year growth, excluding FX	(8) %	(21) %	7 %	(6) %	35 %
% Third Party and Other	91 %	92 %	91 %	90 %	94 %
% Direct	9 %	8 %	9 %	10 %	6 %
<b>Revenue TTM</b>	<b>\$ 350,984</b>	<b>\$ 325,988</b>	<b>\$ 322,597</b>	<b>\$ 309,382</b>	<b>\$ 327,014</b>
<b>Gross Profit</b>					
Local Gross Profit	\$ 39,490	\$ 35,885	\$ 44,435	\$ 33,596	\$ 34,748
% of Rest of World Total Local Gross Billings	32.8 %	31.2 %	37.4 %	28.8 %	20.7 %
Goods Gross Profit	6,712	8,966	12,016	11,781	22,135
% of Rest of World Total Goods Gross Billings	8.6 %	12.4 %	15.2 %	13.2 %	7.8 %
Travel Gross Profit	6,730	5,726	7,921	5,312	8,133
% of Rest of World Total Travel Gross Billings	18.7 %	18.0 %	21.6 %	16.4 %	11.5 %
<b>Total Gross Profit</b>	<b>\$ 52,932</b>	<b>\$ 50,577</b>	<b>\$ 64,372</b>	<b>\$ 50,689</b>	<b>\$ 65,016</b>
Year-over-year growth	(26) %	(33) %	1 %	(16) %	23 %
% Third Party and Other	100 %	101 %	99 %	101 %	102 %
% Direct	- %	(1) %	1 %	(1) %	(2) %
% of Rest of World Total Gross Billings	22.6 %	23.1 %	27.5 %	21.2 %	12.5 %

	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
<b>Consolidated Results of Operations</b>					
Gross Billings					
Local Gross Billings	\$ 831,457	\$ 810,042	\$ 732,434	\$ 833,427	\$ 886,926
Goods Gross Billings	392,324	436,871	443,387	595,370	709,000
Travel Gross Billings	183,988	166,893	166,827	164,310	221,285
Total Gross Billings	\$ 1,407,769	\$ 1,413,806	\$ 1,342,648	\$ 1,593,107	\$ 1,817,211
Year-over-year growth	4 %	10 %	10 %	5 %	29 %
Year-over-year growth, excluding FX	5 %	11 %	11 %	5 %	30 %
% Third Party and Other	88 %	87 %	85 %	77 %	82 %
% Direct	12 %	13 %	15 %	23 %	18 %
Gross Billings (TTM)	\$ 5,433,153	\$ 5,560,283	\$ 5,684,675	\$ 5,757,330	\$ 6,166,772
Year-over-year growth	16 %	11 %	12 %	7 %	14 %
Revenue					
Local Revenue	\$ 329,297	\$ 331,455	\$ 306,387	\$ 318,509	\$ 330,181
Goods Revenue	229,375	241,757	252,254	413,713	386,179
Travel Revenue	42,730	35,535	36,418	36,225	41,277
Total Revenue	\$ 601,402	\$ 608,747	\$ 595,059	\$ 768,447	\$ 757,637
Year-over-year growth	8 %	7 %	5 %	20 %	26 %
Year-over-year growth, excluding FX	8 %	8 %	6 %	20 %	26 %
% Third Party and Other	73 %	69 %	66 %	52 %	56 %
% Direct	27 %	31 %	34 %	48 %	44 %
Total Consolidated Revenue TTM	\$ 2,376,591	\$ 2,417,003	\$ 2,443,510	\$ 2,573,655	\$ 2,729,890
Year-over-year growth	27 %	18 %	12 %	10 %	15 %
Gross Profit					
Local Gross Profit	\$ 283,258	\$ 290,931	\$ 265,133	\$ 279,750	\$ 287,436
% of Total Consolidated Local Gross Billings	34.1 %	35.9 %	36.2 %	33.6 %	32.4 %
Goods Gross Profit	59,142	63,051	62,568	66,337	62,041
% of Total Consolidated Goods Gross Billings	15.1 %	14.4 %	14.1 %	11.1 %	8.8 %
Travel Gross Profit	36,609	30,712	31,921	32,121	36,244
% of Total Consolidated Travel Gross Billings	19.9 %	18.4 %	19.1 %	19.5 %	16.4 %
Total Gross Profit	\$ 379,009	\$ 384,694	\$ 359,622	\$ 378,208	\$ 385,721
Year-over-year growth	(14) %	(11) %	(7) %	6 %	2 %
% Third Party and Other	97 %	94 %	95 %	92 %	94 %
% Direct	3 %	6 %	5 %	8 %	6 %
% of Total Consolidated Gross Billings	26.9 %	27.2 %	26.8 %	23.7 %	21.2 %
Adjusted EBITDA					
	\$ 71,853	\$ 80,511	\$ 62,302	\$ 71,988	\$ 40,301
% of Total Consolidated Gross Billings	5.1 %	5.7 %	4.6 %	4.5 %	2.2 %
% of Total Consolidated Revenue	11.9 %	13.2 %	10.5 %	9.4 %	5.3 %
Free cash flow is a non-GAAP financial measure. The following is a reconciliation of free cash flow to the most comparable U.S. GAAP financial measure, "Net cash provided by (used in) operating activities."					
Net cash provided by (used in) operating activities	\$ 8,760	\$ 43,302	\$ (11,905)	\$ 178,275	\$ (20,717)
Purchases of property and equipment and capitalized software	(14,468)	(14,042)	(15,064)	(19,931)	(16,355)
Free cash flow	\$ (5,708)	\$ 29,260	\$ (26,969)	\$ 158,344	\$ (37,072)
Net cash provided by operating activities (TTM)					
	\$ 191,880	\$ 159,867	\$ 105,874	\$ 218,432	\$ 188,955
Purchases of property and equipment and capitalized software (TTM)	(97,221)	(84,554)	(83,608)	(63,505)	(65,392)
Free cash flow (TTM)	\$ 94,659	\$ 75,313	\$ 22,266	\$ 154,927	\$ 123,563
Net cash used in investing activities					
	\$ (30,679)	\$ (15,862)	\$ (26,444)	\$ (23,330)	\$ (138,608)
Net cash used in financing activities					
	\$ (9,342)	\$ (7,941)	\$ (8,970)	\$ (55,444)	\$ (41,492)
Net cash used in investing activities (TTM)					
	\$ (179,214)	\$ (134,923)	\$ (125,738)	\$ (96,315)	\$ (204,244)
Net cash provided by (used in) financing activities (TTM)					
	\$ 11,028	\$ (21,071)	\$ (32,748)	\$ (81,697)	\$ (113,847)
<b>Other Metrics</b>					
Active Customers <sup>(6)</sup>					
North America	18.2	19.1	19.9	20.8	21.8
EMEA	14.0	13.9	14.0	14.2	14.5
Rest of World	9.5	9.6	9.6	9.9	15.5
Total Active Customers	41.7	42.6	43.5	44.9	51.8
TTM Gross Billings / Average Active Customer <sup>(7)</sup>					
North America	\$ 151	\$ 156	\$ 155	\$ 150	\$ 147
EMEA	\$ 137	\$ 135	\$ 137	\$ 139	\$ 141
Rest of World	\$ 116	\$ 108	\$ 102	\$ 95	\$ 97
Consolidated	\$ 138	\$ 138	\$ 137	\$ 134	\$ 132
Headcount					
Sales <sup>(8)</sup>					
% North America	4,566	4,679	4,801	4,834	5,231
% EMEA	28 %	26 %	28 %	29 %	27 %
% Rest of World	38 %	39 %	37 %	37 %	37 %
Other	34 %	35 %	35 %	34 %	36 %
Total Headcount	6,433	6,306	6,453	6,449	7,099
	10,999	10,985	11,254	11,283	12,330

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds. Includes direct billings and third party and other billings.

(2) Local represents deals from local merchants, deals with national merchants, and deals through local events. Other revenue transactions, which include advertising, payment processing, point of sale, reservation and commission revenue, were previously aggregated with our Travel category. In the current period, the Company has updated its presentation of category information to include gross billings, revenue and gross profit from those other revenue sources within the Local category, and prior period category information has been retrospectively adjusted to conform to the current period presentation.

(3) Includes third party revenue, direct revenue and other revenue. Third party revenue is related to sales for which the Company acts as a marketing agent for the merchant. This revenue is recorded on a net basis. Direct revenue is primarily related to the sale of products for which the Company is the merchant of record. These revenues are accounted for on a gross basis, with the cost of inventory included in cost of revenue. Other revenue primarily consists of advertising revenue, payment processing revenue, point of sale revenue, reservation revenue and commission revenue.

(4) Represents third party revenue, direct revenue and other revenue reduced by cost of revenue. Cost of revenue is comprised of direct and certain indirect costs incurred to generate revenue. Third party cost of revenue includes estimated refunds for which the merchant's share is not recoverable. Direct cost of revenue includes the cost of inventory, shipping and fulfillment costs and inventory markdowns. Other costs incurred to generate revenue are allocated to cost of third party and other revenue and direct revenue for each of our categories (Local, Goods, and Travel) in proportion to gross billings during the period.

(5) Represents the change in financial measures that would have resulted had average exchange rates in the reporting period been the same as those in effect in the prior year period.

(6) Reflects the total number of unique user accounts who have purchased a voucher or product from us during the trailing twelve months.

(7) Reflects the total gross billings generated in the trailing twelve months per average active customer over that period.

(8) Includes merchant sales representatives, as well as sales support.

(9) The definition, methodology and appropriateness of each of our supplemental metrics is reviewed periodically. As a result, metrics are subject to removal and/or change.