



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501 (c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2013

1. Corporate ID No. 000769085

2. Name of Corporation GROUPON, INC.

3. Street Address Principal Business Office:

No. and Street: 600 W. CHICAGO AVE.

SUITE 400

City or Town: CHICAGO

State: IL Zip: 60654 Country: USA

4. Business Phone No.

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

Online Networking Services

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
SECRETARY	DAVID SCHELLHASE	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
CEO	ANDREW MASON	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
CFO	JASON CHILD	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
DIRECTOR	PETER J BARRIS	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA

DIRECTOR	ROBERT J BASS	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
DIRECTOR	MELLODY L HOBSON	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
DIRECTOR	BRADLEY A KEYWELL	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA
DIRECTOR	THEODORE LEONSIS	600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CNP	A	\$0.0000	2,000,000,000.00	643398438
CNP	B	\$0.0000	10,000,000.00	0
CNP		\$0.0000	2,010,000,000.00	0
PNP		\$0.0000	50,000,000.00	0

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 14 Day of February, 2013 at 10:21:53 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By MICHELLE DONATO
Signature of Authorized Representative of the Corporation

POA
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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