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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition.

On April 30, 2019, Groupon, Inc. (the "Company") issued a press release and a letter to its stockholders announcing its financial results for its fiscal quarter ended March 31, 2019. A copy of the press release and the Company's letter to its stockholders are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. Description

99.1\* Earnings Press Release dated April 30, 2019

99.2\* Letter to Stockholders dated April 30, 2019

\*The information in Exhibit 99.1 and Exhibit 99.2 is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.



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, 2019 By: /s/ Michael Randolfi  
Name: Michael Randolfi  
Title: Chief Financial Officer