

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re GROUPON, INC. SECURITIES  
LITIGATION

Master File No. 12 C 2450

This Document Relates To:  
ALL ACTIONS.

Hon. Charles R. Norgle

**NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT**

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY  
PROCEEDINGS IN THIS ACTION.**

**TO: ALL PERSONS OR ENTITIES WHO PURCHASED OR ACQUIRED SHARES OF GROUPON’S CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE (THE “COMMON STOCK”), IN OR TRACEABLE TO GROUPON’S INITIAL PUBLIC OFFERING BETWEEN NOVEMBER 4, 2011 AND MARCH 30, 2012, BOTH DATES INCLUSIVE (“THE CLASS PERIOD”), AND WERE OR MAY HAVE BEEN DAMAGED THEREBY.**

**- AND -**

**ALL SUCH PERSONS OR ENTITIES WHO PURCHASED OR ACQUIRED SHARES OF COMMON STOCK BETWEEN FEBRUARY 9, 2012 AND MARCH 30, 2012, BOTH DATES INCLUSIVE (“THE SUBCLASS PERIOD”) AND WERE OR MAY HAVE BEEN DAMAGED THEREBY.**

**Excluded from the Class are: (1) Defendants and Former Underwriter Defendants and their immediate families; (2) any entity in which Defendants or Former Underwriter Defendants have or had a majority interest; (3) past and present Officers and Directors of Groupon, Inc.; and (4) the legal representatives, heirs, successors, or assigns of any excluded Party.**

**CLASS RECOVERY:** This Notice has been sent to you pursuant to an Order of the United States District Court, Northern District of Illinois (the “Court”) in the above-captioned action (the “Action”). One of the purposes of this Notice is to inform you of the proposed Settlement of the Action for \$45 million. Plaintiffs estimate there were approximately 40.25 million shares of Groupon Class A Common Stock traded during the Class Period that may have been damaged. Pursuant to the Plan of Allocation (see Section III herein), if all such shares were in fact damaged and elect to participate in the Settlement, the average recovery per share could be \$1.118 before deduction of any fees, expenses, costs, and awards described herein. The actual amount disbursed to members of the Class who participate in the Settlement may be more or less than this figure.

**POTENTIAL OUTCOME OF THE CASE:** The parties vigorously disagree on both liability and damages, and do not agree on the average amount of damages per share that would be recoverable if Plaintiffs prevailed on each claim alleged.

No trial has taken place, and no trier of fact has ruled on any claim or defense in this Action. Prior to this Settlement, this Action was set for trial to begin on December 6, 2016.

The Defendants continue to deny that they are liable to Plaintiffs or the Class and deny that Plaintiffs or the Class have suffered any damages, and the Settlement is not any admission of wrongdoing or liability.

**REASONS FOR SETTLEMENT:** Plaintiffs believe that the proposed Settlement is fair, reasonable and adequate to, and in the best interests of, the Class. Plaintiffs and their counsel have reached this conclusion after investigating and considering, among other things, the amount of the Settlement, the strengths and weaknesses of Plaintiffs’ claims against Defendants, the uncertainties of trial and appeal, and the concrete benefits provided by the Settlement to the members of the Class. The Settlement was entered into after mediation proceedings.

Without admitting any wrongdoing or liability on their part whatsoever, Defendants are nevertheless willing to settle provided that all of the claims of the Class are settled and compromised, in order to avoid the continuing burden, expense, inconvenience and distraction to Defendants in this Action.

**ATTORNEYS FEES AND COSTS SOUGHT:** Class Counsel has not received any payment for its services in conducting this litigation on behalf of Plaintiffs and the members of the Class, nor has it been reimbursed for its out-of-pocket expenditures. If the Settlement is approved by the Court, Class Counsel will apply to the Court for attorneys' fees not to exceed 30% of the Settlement Amount, and reimbursement of expenses not to exceed \$1.15 million. If the amount requested by counsel is approved by the Court, the average cost would be \$0.364 per share for each of the 40.25 million potentially damaged shares. In addition, a Compensatory Award for the time and expenses incurred by Class Plaintiffs will be sought, not to exceed \$5,000 each.

**IDENTIFICATION OF PLAINTIFFS' COUNSEL:** Requests for further information regarding the Action and this Notice may be directed to Class Counsel: Joshua B. Silverman, Esq., Pomerantz LLP, 10 South La Salle Street, Suite 3505, Chicago, IL 60603, jbsilverman@pomlaw.com.

**DEFINED TERMS:** All capitalized terms not specifically defined in this Notice shall have the same meaning as provided in the Stipulation of Settlement.

## **I. IDENTIFICATION OF THE CLASS**

The proposed Settlement affects the rights of the members of the Class. The Class consists of:

All persons or entities who purchased or acquired shares of Groupon's Class A common stock, par value \$0.0001 per share (the "Common Stock"), in or traceable to Groupon's Initial Public Offering between November 4, 2011 and March 30, 2012, both dates inclusive ("the Class Period"), and were or may have been damaged thereby, and all such persons or entities who purchased or acquired shares of Common Stock between February 9, 2012 and March 30, 2012, both dates inclusive ("the Subclass Period") and were or may have been damaged thereby. Excluded from the Class are: (1) Defendants and Former Underwriter Defendants and their immediate families; (2) any entity in which Defendants or Former Underwriter Defendants have or had a majority interest; (3) past and present Officers and Directors of Groupon, Inc.; and (4) the legal representatives, heirs, successors, or assigns of any excluded Party.

*The sending of this Notice should not be construed as any indication of the Court's view as to the merits of any claims or defenses asserted by any party to this Action.*

## **II. DESCRIPTION OF THE ACTION**

### **Summary of the Action**

This Action arises out of a securities fraud class action first filed against the Groupon Defendants, as defined herein, and certain other defendants on April 3, 2012 by Fan Zhang. On August 28, 2012, pursuant to the lead plaintiff provisions of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), the Court appointed Michael Carter Cohn ("Cohn") lead plaintiff and appointed his counsel, Pomerantz LLP, lead counsel.

On October 29, 2012, Cohn filed his amended consolidated class action complaint ("Amended Complaint") on behalf of the putative class against the current Defendants, as defined above, and against Morgan Stanley & Co., LLC, Goldman Sachs & Co., and Credit Suisse (USA) LLC (the "Former Underwriter Defendants"). The Amended Complaint asserted claims arising under Sections 11, 12, and 15 of the Securities Act of 1933 ("Securities Act") related to alleged misrepresentations and omissions made in the registration statement and prospectus issued in connection with Groupon's November 4, 2011 initial public offering ("IPO"), and under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 ("Exchange Act") related to alleged misrepresentations and omissions between February 9, 2012 and March 30, 2012.

On January 18, 2013, Defendants and Former Underwriter Defendants filed motions to dismiss all claims against them in the Amended Complaint. After full briefing of these motions to dismiss, on September 18, 2013, the Court entered an order denying both motions to dismiss in their entirety.

On September 27, 2013, Cohn moved for class certification. On November 6, 2013, Cohn moved to withdraw Count II of the Amended Complaint, asserting claims under Section 12 of the Securities Act, which motion was granted on November 14, 2013.

On December 4, 2013, Cohn amended his class certification motion to propose Eric Durdov ("Durdov") as an additional class representative (Cohn and Durdov are collectively referenced herein as "Class Plaintiffs"). On December 6, 2013, Defendants and Former Underwriter Defendants answered the Amended Complaint, denying any liability or wrongdoing, and raising affirmative defenses.

On September 23, 2014, the Court issued an order granting the amended motion for class certification, certifying a Securities Act Class and an Exchange Act Subclass, appointing Cohn and Durdov as class representatives, and appointing Pomerantz LLP as Class Counsel.

Class Plaintiffs, Defendants, and Former Underwriter Defendants have engaged in extensive fact and expert discovery, including the production and review of over nine hundred thousand pages of documents and thirty-four depositions.

Fact discovery closed on June 29, 2015. On September 10, 2015, the Court granted Class Plaintiffs' agreed motion to voluntarily dismiss the Former Underwriter Defendants from this litigation without prejudice. Expert discovery closed on December 21, 2015. On January 8, 2016, the Court entered an Order setting this Action for trial to begin on December 6, 2016.

### **The Proposed Settlement and Class Counsel's Evaluation**

In Spring of 2014, the Parties exchanged preliminary settlement offers and demands. Several months thereafter, the Parties agreed to pursue mediation before the Honorable Layn Phillips (Ret.). On October 30, 2014, after exchanging mediation statements, the Parties participated in a full-day, in-person mediation session before Judge Phillips, which did not result in a settlement.

After continued litigation, the Parties participated in a second full-day mediation session with Judge Phillips, which took place on September 29, 2015. The Parties made considerable progress in this session, but did not reach a settlement. The Parties continued thereafter to negotiate through their counsel, both directly and with the assistance of Judge Phillips. On January 27, 2016, the Parties signed a term sheet reflecting their agreement in principle to settle this Action. On January 28, 2016, the Parties jointly proposed that the Court stay all pending deadlines. On February 2, 2016, the Court entered an Order staying all deadlines.

Class Counsel continue to believe that the claims against the Defendants in this Action have merit and that the evidence developed in discovery would support their claims at trial. However, they recognize and acknowledge the expense and length of continued proceedings, trial, and appeals, and have taken into account the uncertain outcome and the risk of any litigation, especially complex actions such as here. They are also mindful of the defenses asserted by Defendants.

In light of the foregoing, Class Counsel believe that the Settlement set forth in the Stipulation confers a meaningful benefit upon the Class. Based on the evaluation and recommendation of Class Counsel, Class Plaintiffs have determined that the Settlement is in the best interests of the Class.

### **The Release**

In return for the payment of the Settlement Fund, Class Members who do not file for exclusion from the Class will release, discharge and dismiss with prejudice all Released Claims as against each and all of the Released Defendants' Parties, without costs to any party except as provided herein, upon the Effective Date. Class Plaintiffs and all Class Members, whether or not any such Person submits a Proof of Claim and Release or shares in the Net Settlement Fund, on behalf of themselves and each of their predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees and administrators, will be deemed by this Settlement on the Effective date to release and forever discharge the Released Defendants' Parties from any and all of the Released Claims.

On the Effective Date, all Class Members, and anyone claiming through or on behalf of any of them, will be forever barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceedings in any court of law or equity, arbitration tribunal, or administrative forum, asserting the Released Claims against any of the Released Defendants' Parties.

### **III. PROPOSED PLAN OF ALLOCATION**

The \$45,000,000 settlement amount and any interest earned thereon shall be the Settlement Fund. The Settlement Fund less taxes, approved costs, fees and expenses (the "Net Settlement Fund") shall be distributed to members of the Class who submit valid Proofs of Claim ("Authorized Claimants").

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Loss." The Recognized Loss formula is not intended to be an estimate of the amount of what a Class Member lost or might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to Authorized Claimants.

The Plan of Allocation takes into consideration the Limitation on Damages provision of the PSLRA, 15 U.S.C. § 78u-4(e), the advice of Plaintiffs' experts, and the principles of economic loss articulated by the Supreme Court in

*Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005). For purposes of this Settlement, the Recognized Loss shall be calculated as follows:

1. **For Groupon Class A Common Stock purchased between November 4, 2011 and March 30, 2012, and sold on or before March 30, 2012**, loss per share is equal to zero.
2. **For Groupon Class A Common Stock purchased between November 4, 2011 and February 8, 2012, and sold on or after April 2, 2012 or still held**, loss per share is equal to the lesser of (but not less than zero):
  - a. \$3.11 if sold on April 2, 2012 or \$3.36 if sold thereafter or still held; and
  - b. the lesser of the purchase price and \$20.00, minus \$15.02 (or, if sold on or before June 29, 2012, the greater of \$15.02 and the sale price).
3. **For Groupon Class A Common Stock purchased between February 9, 2012 and March 30, 2012, and sold on or after April 2, 2012 or still held**, loss per share is equal to the greater of:
  - a. the lesser of (but not less than zero):
    - i. \$3.11 if sold on April 2, 2012 or \$3.36 if sold thereafter or still held; and
    - ii. the purchase price minus the “90-day lookback value” on the date of sale provided in Table 1 below; and
  - b. the lesser of (but not less than zero):
    - i. \$3.11 if sold on April 2, 2012 or \$3.36 if sold thereafter or still held; and
    - ii. the lesser of the purchase price and \$20.00, minus \$15.02 (or if sold on or before June 29, 2012, the greater of \$15.02 and the sale price).
4. No claim will be recognized for Groupon Class A Common Stock purchased before November 4, 2011, or purchased on or after April 2, 2012.

<b>Sale Date</b>	<b>90-Day Lookback Value</b>	<b>Sale Date</b>	<b>90-Day Lookback Value</b>	<b>Sale Date</b>	<b>90-Day Lookback Value</b>
4/2/2012	\$15.28	5/2/2012	\$12.66	6/1/2012	\$11.95
4/3/2012	\$15.15	5/3/2012	\$12.56	6/4/2012	\$11.88
4/4/2012	\$14.95	5/4/2012	\$12.45	6/5/2012	\$11.84
4/5/2012	\$14.75	5/7/2012	\$12.37	6/6/2012	\$11.81
4/9/2012	\$14.58	5/8/2012	\$12.29	6/7/2012	\$11.79
4/10/2012	\$14.41	5/9/2012	\$12.21	6/8/2012	\$11.76
4/11/2012	\$14.22	5/10/2012	\$12.13	6/11/2012	\$11.73
4/12/2012	\$14.14	5/11/2012	\$12.05	6/12/2012	\$11.70
4/13/2012	\$14.02	5/14/2012	\$12.04	6/13/2012	\$11.66
4/16/2012	\$13.89	5/15/2012	\$12.04	6/14/2012	\$11.61
4/17/2012	\$13.77	5/16/2012	\$12.07	6/15/2012	\$11.59
4/18/2012	\$13.63	5/17/2012	\$12.08	6/18/2012	\$11.58
4/19/2012	\$13.48	5/18/2012	\$12.07	6/19/2012	\$11.57
4/20/2012	\$13.31	5/21/2012	\$12.08	6/20/2012	\$11.55
4/23/2012	\$13.22	5/22/2012	\$12.08	6/21/2012	\$11.53
4/24/2012	\$13.14	5/23/2012	\$12.07	6/22/2012	\$11.51
4/25/2012	\$13.09	5/24/2012	\$12.07	6/25/2012	\$11.48
4/26/2012	\$13.02	5/25/2012	\$12.07	6/26/2012	\$11.46
4/27/2012	\$12.97	5/29/2012	\$12.06	6/27/2012	\$11.44
4/30/2012	\$12.85	5/30/2012	\$12.04	6/28/2012	\$11.42
5/1/2012	\$12.76	5/31/2012	\$12.01	6/29/2012 and after	\$11.40

## **General Provisions:**

1. There shall be no Recognized Loss attributed to any Groupon securities other than Class A Common Stock.
2. The date of a purchase or sale of Groupon Class A Common Stock is the “trade” date, and not the “settlement” date. The date of purchase for shares purchased in the IPO is November 4, 2011.
3. The first-in, first-out basis (“FIFO”) will be applied to both purchases and sales.
4. The date of covering a “short sale” is deemed to be the date of purchase of Groupon Class A Common Stock; and the date of a “short sale” is deemed to be the date of sale of Groupon Class A Common Stock. Shares originally sold short will have a Recognized Loss of zero.
5. Exercise of option contracts into Class A Common Stock will be considered to be purchases or sales of Class A Common Stock as of the date of the exercise.
6. No cash payment will be made on a claim where the potential distribution amount is less than \$20. Please be advised that if you did not incur a Recognized Loss as defined in the Plan of Allocation you will not receive a cash distribution from the Net Settlement Fund, but you will be bound by all determinations and judgments of the Court in connection with the Settlement, including being barred from asserting any of the Released Claims against the Released Parties.
7. The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Class Member on equitable grounds.
8. No person shall have any claim against Class Counsel, the Claims Administrator or other agent designated by Class Counsel, or any Defendant or any Defendants’ Counsel based on the distribution made substantially in accordance with the Stipulation and this Plan of Allocation, or further orders of the Court.
9. Class members who do not submit valid Proofs of Claim will not share in the settlement proceeds. Class members who do not either submit a Request for Exclusion or submit a valid Proof of Claim will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

## **IV. REQUESTING EXCLUSION FROM THE CLASS**

### **IF YOU ARE A MEMBER OF THE CLASS, YOU MAY BE ELIGIBLE TO SHARE IN THE BENEFITS OF THIS SETTLEMENT AND WILL BE BOUND BY ITS TERMS UNLESS YOU EXCLUDE YOURSELF FROM THE CLASS.**

Each member of the Class shall be bound by all determinations and judgments of the Court in connection with the Settlement, whether favorable or unfavorable, unless such Class Member shall mail, by first class mail, sufficient postage prepaid, a written request for exclusion from the Class, **postmarked no later than June 29, 2016**, addressed to the Claims Administrator at: *Groupon Inc. Securities Litigation*, EXCLUSIONS, c/o KCC Class Action Services, 3301 Kerner Blvd. San Rafael, CA 94901.

Such request for exclusion shall be in a form that sufficiently identifies (1) the name and address of the person(s) or entity seeking exclusion, and (2) a list of all transaction(s) involving Groupon Class A Common Stock during the period November 4, 2011 through June 29, 2012, including the number of shares, principal amount and trade date of each purchase and sale. A request for exclusion shall not be effective unless submitted within the time and in the form and manner provided for herein. **You cannot exclude yourself by telephone, email or fax.**

**If a person or entity who is a member of the Class duly requests to be excluded from the Class, such person or entity will not be bound by any orders or judgments entered in respect of the Settlement and shall not be entitled to receive any benefits provided by the Settlement in the event it is finally approved by the Court.**

If a judgment approving the Settlement provided for in the Stipulation is finally entered, all members of the Class who have not requested exclusion shall conclusively be deemed to have released and shall thereafter be barred from asserting any of the Released Claims against the Released Parties.

## **V. STATEMENT OF ATTORNEYS’ FEES AND COSTS SOUGHT**

If the proposed Settlement is approved, Class Counsel intend to apply to the Court for an award of attorneys’ fees and reimbursement of expenses from the Settlement Fund. Class Counsel will seek no more than 30 percent of the Settlement Fund as fees, plus an additional amount not to exceed \$1.15 million as reimbursement for the expenses and costs actually incurred, in prosecuting the action. Class Counsel believe their intended fee request to be fair and reasonable. Class Counsel have litigated this case on a wholly contingent basis and have received

no compensation during the period the case has been pending. Class Counsel expended considerable time and expense during the Action. Had the case not been successful, Class Counsel would have sustained a considerable financial loss.

In addition, Class Counsel intend to apply to the Court on behalf of the two Court-appointed Class Plaintiffs for reimbursement from the Settlement Fund of their reasonable time, costs and expenses directly relating to their representation of the Class. Class Counsel will seek no more than \$5,000 for each Class Plaintiff.

## **VI. THE FINAL APPROVAL HEARING**

The Final Approval Hearing shall be held before Honorable Charles R. Norgle on July 13, 2016, at 10:00 a.m., in Courtroom 2341 of the United States District Court for the Northern District of Illinois, Everett McKinley Dirksen Building, United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604, to determine: (1) whether the proposed Settlement of the Class's claims against the Defendants for \$45,000,000.00 should be approved as fair, reasonable and adequate; (2) whether the proposed Plan of Allocation is fair, just, reasonable, and adequate; (3) whether the Court should permanently enjoin the assertion of any claims that arise from or relate to the subject matter of the Action; (4) whether the Action should be dismissed with prejudice against the Defendants as set forth in the Stipulation of Settlement filed with the Court; (5) whether the application by Class Counsel for an award of attorneys' fees and expenses should be approved; and (6) whether the Class Plaintiffs' application for reimbursement of costs and expenses should be granted.

***The Final Approval Hearing may be adjourned or continued from time to time by the Court without further notice to the Class other than an announcement at such Final Approval Hearing or at any adjournment or continuance thereof.***

Any Class Member who does not timely and validly request exclusion from the Class and who objects to the Settlement, the adequacy of the representation provided by Class Plaintiffs and Class Counsel, the proposed Plan of Allocation of the Net Settlement Fund, the Final Order and Judgment contemplated by the Stipulation, the application for attorneys' fees and reimbursement of expenses, and/or the application for the reimbursement of the reasonable costs and expenses of the Class Plaintiffs, or who otherwise wishes to be heard with respect to any of the foregoing, may appear in person or by attorney at the Final Approval Hearing, at his or her own expense, and present any evidence or argument that may be proper and relevant. However, no person shall be heard, and no papers, briefs, pleadings or other documents submitted by any such person shall be considered by the Court unless, no later than June 29, 2016, (1) a notice of the person's intention to appear, (2) a statement of such person's objections to any matter before the Court, (3) the grounds for such objections or the reason for such person's request to appear and to be heard; (4) a list of all transaction(s) involving Groupon Class A Common Stock during the period November 4, 2011 through June 29, 2012, including the number of shares, principal amount and trade date of each purchase and sale; and (5) brokerage statements and/or confirmation slips sufficient to establish that such person is a member of the Class, are filed by such person with the Clerk of the Court, and, on or before such filing, are delivered by hand, overnight mail or by certified mail, return-receipt requested, sufficient postage prepaid, upon each of the following counsel of record:

Joshua B. Silverman  
POMERANTZ LLP  
Ten South La Salle St., Ste. 3505  
Chicago, IL 60603  
*Class Counsel*

Elizabeth A. Coleman  
JENNER & BLOCK LLP  
353 North Clark St.  
Chicago, IL 60654  
*Defendants' Counsel*

Any person or entity who fails to object in the manner prescribed in the paragraph immediately above shall be deemed to have waived any objections that person may have and shall be barred from raising such objections in this or any other action or proceeding. Objections directed solely to the proposed Plan of Allocation, attorneys' fees and expenses, or awards to the Class Plaintiffs will not affect the finality of either the Settlement or the Judgment to be entered thereto, if the Settlement is approved by the Court.

All members of the Class who do not request exclusion therefrom, in the manner provided herein, will be represented by Class Counsel in connection with the Settlement, but may, if they so desire, also enter an appearance through counsel of their own choice and at their own expense.

## **VII. PROOF OF CLAIM AND RELEASE FORM**

***To be eligible to receive a cash distribution from the Settlement Fund, you must timely complete, sign and file a Proof of Claim and Release Form ("Proof of Claim").*** A Proof of Claim is annexed to this Notice. You may receive more than one copy of this Notice and the Proof of Claim, but you should **submit only one Proof of**

**Claim** for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc.

The Proof of Claim (1) **must** be completed in accordance with the Instructions on the Proof of Claim, (2) **must** enclose all documentation required by the Instructions, and (3) **must** be filed with the Court-appointed Claims Administrator **postmarked on or before August 26, 2016** at the following address:

Groupon Inc. Securities Litigation  
c/o KCC Class Action Services  
P.O Box 40007  
College Station TX 77842-4007  
Telephone: (877) 369-3968  
Website: [www.grouponsecuritieslitigation.com](http://www.grouponsecuritieslitigation.com)

A Proof of Claim will be deemed filed when mailed via first-class mail, sufficient postage prepaid.

Members of the Class who do not exclude themselves from the Class and who fail to submit a valid and timely Proof of Claim will nevertheless be bound by the Settlement if finally approved, and all orders and judgments entered by the Court in connection therewith.

By Order of the Court, the Proof of Claim provides for and requires a Release of all Released Claims as described in Section II, above, by all members of the Class who file Proofs of Claim. The Release will become effective on the Effective Date of the Settlement.

Each person or entity submitting a Proof of Claim thereby submits to the jurisdiction of the Court for purposes of the Litigation, the Settlement and any proceedings relating to such Proof of Claim, and agrees that such a filed Proof of Claim will be subject to review and further inquiry as to such person's or entity's status as a member of the Class and the allowable amount of the claim. **You will bear all risks of delay or non-delivery of your claim.**

#### **VIII. SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

If you purchased or acquired shares of Groupon Class A common stock in or traceable to Groupon's initial public offering between November 4, 2011 and March 30, 2012, both dates inclusive, for the beneficial interest of a person or organization other than yourself, you must either (a) within seven (7) days after receipt of this Notice, provide to the Settlement Administrator the name and last known address of each person or entity, (preferably in electronic format (e.g. Excel, csv)) setting forth (i) title/registration; (ii) street address; (iii) city/state/zip; or (b) request, in writing, additional copies of this Notice at the below address, which will be provided free of charge, and within seven (7) days after receipt of such Notices, mail the Notice directly to the beneficial owners of the securities referred to herein.

If you choose to follow alternative procedure (b), the Court has directed that, upon such mailing, you send a statement to the Settlement Administrator confirming that the mailing was made as directed. You are entitled to reimbursement of your *reasonable* expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the actual out of pocket cost incurred in connection with ascertaining the names and addresses of beneficial owners. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Settlement Administrator at the following address:

Groupon Inc. Securities Litigation  
c/o KCC Class Action Services  
P.O Box 40007  
College Station TX 77842-4007  
Telephone: (877) 369-3968  
Website: [www.grouponsecuritieslitigation.com](http://www.grouponsecuritieslitigation.com)  
Email: [Nominees@grouponsecuritieslitigation.com](mailto:Nominees@grouponsecuritieslitigation.com)

**IX. EXAMINATION OF PAPERS AND INQUIRIES**

For further information about the Action, you may contact Class Counsel at the addresses listed above or consult the pleadings and other papers filed in the Action at the Office of the Clerk of the United States District Court for the Northern District of Illinois, Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604, during normal business hours of each business day. If you have an account with PACER, you may consult the pleadings and other papers via Electronic Case Filing at the website of the Northern District of Illinois: <https://ecf.ilnd.uscourts.gov/>

If you have any questions concerning this case or your membership in the Class, please contact the Settlement Administrator:

Groupon Inc. Securities Litigation  
c/o KCC Class Action Services  
P.O Box 40007  
College Station TX 77842-4007  
Telephone: (877) 369-3968  
Website: [www.grouponsecuritieslitigation.com](http://www.grouponsecuritieslitigation.com)  
Email: [info@grouponsecuritieslitigation.com](mailto:info@grouponsecuritieslitigation.com)

**INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT, THE  
CLERK'S OFFICE, THE DEFENDANTS, OR DEFENDANTS' COUNSEL.**

Dated: April 28, 2016

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
**By Order of the Court**  
**United States District Court**  
**Northern District of Illinois**