

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Groupon, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:
  
  - (4) Date Filed:

# Your **Vote** Counts!

**GROUPON, INC.**

2023 Annual Meeting

Vote by June 13, 2023

11:59 PM ET

GROUPON, INC.  
600 WEST CHICAGO AVENUE  
SUITE 400  
CHICAGO, IL 60654



## You invested in **GROUPON, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 14, 2023.**

## Get informed before you vote

View the Notice of Annual Meeting, Proxy Statement, Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 31, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote in Person at the Meeting\*

June 14, 2023  
10:00 AM CDT

Winston & Strawn LLP  
35 West Wacker Drive  
Chicago, Illinois 60601

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. To elect five directors from the nominees named in the proxy statement. <b>Nominees:</b> 01) Dusan Senkypf                      03) Robert Bass                      05) Theodore Leonsis 02) Jan Barta                              04) Eric Lefkofsky	✔ For
2. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2023.	✔ For
3. To conduct an advisory vote to approve our named executive officer compensation.	✔ For
4. To approve an amendment of the Groupon, Inc. 2011 Incentive Plan, as amended (the "A&R 2011 Incentive Plan"), to allow for the vesting and exercise of the Senkypf Options (as defined in the proxy statement) prior to the first anniversary of the grant date of such options.	✔ For
5. To approve a separate amendment to the A&R 2011 Incentive Plan to increase the number of authorized shares thereunder.	✔ For
<b>NOTE:</b> To transact other business that may properly come before the Annual Meeting.	