

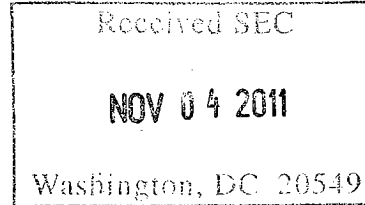


11008542



THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications



By Electronic Mail

November 4, 2011

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERT NAS
File No. 001-35335

Dear Ms. Peters:

This is to certify that on November 2, 2011 The Nasdaq Stock Market (the "Exchange") received from Groupon, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Class A Common Stock, par value \$0.0001

We further certify that the security described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery