

Edgar Filing: Groupon, Inc. - Form 8-K

Groupon, Inc.  
Form 8-K  
June 18, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 13, 2013

GROUPON, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction  
of incorporation)

001-35335  
(Commission  
File Number)

27-0903295  
(I.R.S. Employer  
Identification No.)

600 West Chicago Avenue  
Suite 400  
Chicago, Illinois  
(Address of principal executive offices)

60654  
(Zip Code)

(312) 676-5773  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07      Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of Groupon, Inc. ("Groupon" or the "Company") was held on June 13, 2013 for the purposes of (1) electing the seven directors named in the Company's proxy statement to hold office until the next annual meeting of stockholders; (2) ratifying the appointment of Ernst & Young LLP as Groupon's independent registered public accounting firm for 2013; (3) approving, on an advisory basis, a resolution approving the compensation of the named executive officers as disclosed in the proxy statement, and (4) approving amendments to the Groupon, Inc. 2011 Incentive Plan.

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For more information about the foregoing proposals, see our proxy statement dated May 3, 2013, as amended. Holders of our Class A common stock are entitled to one vote per share and holders of our Class B common stock are entitled to 150 votes per share and vote together as a single class on all matters submitted to a vote of stockholders, unless otherwise required by law. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

### Election of Directors

| Director Nominee    | Votes For   | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| Eric P. Lefkofsky   | 842,971,658 | 1,004,136      | 106,317,259      |
| Peter J. Barris     | 842,845,293 | 1,130,501      | 106,317,259      |
| Robert J. Bass      | 843,036,257 | 939,537        | 106,317,259      |
| Daniel T. Henry     | 843,033,671 | 942,123        | 106,317,259      |
| Melody Hobson       | 842,799,608 | 1,176,186      | 106,317,259      |
| Bradley A. Keywell  | 729,359,106 | 114,616,688    | 106,317,259      |
| Theodore J. Leonsis | 842,961,731 | 1,014,063      | 106,317,259      |

The seven nominees were elected to the Board of Directors and will serve as directors until our next annual meeting or until their respective successors are elected and qualified.

### Ratification of independent registered public accounting firm

The appointment of Ernst & Young LLP as Groupon's independent registered public accounting firm for the 2013 fiscal year was ratified by the votes set forth in the table below.

|   | FOR         | AGAINST | ABSTENTIONS | Broker Non-Votes |
|---|-------------|---------|-------------|------------------|
| Ratification of independent registered public accounting firm | 949,532,299 | 438,549 | 322,205     | N/A              |

### Approval of Compensation of Groupon's Named Executive Officers

A proposal requesting that stockholders approve a non-binding resolution approving the compensation of Groupon's Named Executive Officers as disclosed in the proxy statement, passed with the following vote:

|  | FOR         | AGAINST    | ABSTENTIONS | Broker Non-Votes |
|--|-------------|------------|-------------|------------------|
| Approval of Compensation of Named Executive Officers | 801,541,193 | 42,224,161 | 210,440     | 106,317,259      |

### Approval of an amendment to the Groupon, Inc. 2011 Incentive Plan

A proposal to approve an amendment to the Groupon, Inc., 2011 Incentive Plan (the "2011 Plan") passed with the following vote:

|  | FOR         | AGAINST    | ABSTENTIONS | Broker Non-Vote |
|--|-------------|------------|-------------|-----------------|
| Approval of amendment to the 2011 Incentive Plan | 804,179,727 | 39,715,893 | 80,174      | 106,317,259     |

However, because this proposal is the subject of a pending lawsuit, the Company is not certifying the results of the proposal pending the outcome of the lawsuit. Accordingly, the amendment to the 2011 Plan is not yet effective and the previous terms of the 2011 Plan remain in place.

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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: June 18, 2013

By: /s/ Jason E. Child  
Name: Jason E. Child  
Title: Chief Financial Officer