

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

Groupon, Inc.  
Form 8-K  
August 22, 2012

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): August 17, 2012

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.)
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600 West Chicago Avenue Suite 620 Chicago, Illinois (Address of principal executive offices) (312) 676-5773 (Registrant's telephone number, including area code)	60654 (Zip Code)
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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)

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o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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 5.02                      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 17, 2012, the Compensation Committee of the Board of Directors of Groupon, Inc. (“Groupon”) approved certain changes to the compensation arrangements of Kal Raman, SVP, Global Sales and Operations, and David R. Schellhase, General Counsel.

Kal Raman. The Compensation Committee approved a restricted stock unit (RSU) award to Mr. Raman of 275,000 shares that will vest over four quarters starting on January 1, 2013, pursuant to the terms and conditions contained in the standard form of Notice of Grant and Grant Agreement.

David R. Schellhase. The Compensation Committee approved a restricted stock unit (RSU) award to Mr. Schellhase of 172,200 shares that will vest over four quarters starting on January 1, 2013, pursuant to the terms and conditions contained in the standard form of Notice of Grant and Grant Agreement.

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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.

August 21, 2012

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