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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 for Certain Officers.

On January 17, 2018, Jay Sullivan notified Groupon, Inc. (the “Company”) of his decision to resign as Chief Product Officer, effective immediately, in order to pursue new opportunities. Mr. Sullivan’s resignation is unrelated to any disagreement with the Company. Moving forward, the Company’s Product Management teams will report to Steve Krenzer, its Chief Operating Officer. Accordingly, Mr. Krenzer will assume Mr. Sullivan’s responsibilities on an interim basis until the Company appoints a permanent replacement.

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: January 19, 2018 By: /s/ Michael Randolfi  
Name: Michael Randolfi  
Title: Chief Financial Officer