

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re Groupon, Inc. Securities  
Litigation

Master File No. 12 C 2450

This Document Relates To:  
ALL ACTIONS.

Hon. Charles R. Norgle

**PROOF OF CLAIM AND RELEASE FORM**

**A. GENERAL INSTRUCTIONS & INFORMATION**

1. You are urged to read carefully the accompanying Notice of Pendency of Class Action and Proposed Settlement (the "Notice"). All capitalized terms used herein shall have the same meaning as defined in the Notice.
2. To file a claim and recover under the Settlement of this Action, you must submit this Proof of Claim Form and Release (the "Proof of Claim"). However, such filing is not a guarantee that you will share in the proceeds of the Settlement in the Action.
3. **You must mail your completed and signed Proof Of Claim postmarked on or before August 26, 2016, addressed to the Settlement Administrator at:**

*Groupon Inc. Securities Litigation*  
c/o KCC Class Action Services  
P.O Box 40007  
College Station TX 77842-4007  
Telephone: (877) 369-3968  
Website: [www.grouponsecuritieslitigation.com](http://www.grouponsecuritieslitigation.com)  
Email: [info@grouponsecuritieslitigation.com](mailto:info@grouponsecuritieslitigation.com)

4. If you are a Class Member and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Action.
5. If you are **not** a Class Member, **do not** submit a Proof of Claim.
6. **If you need assistance filling out this Proof of Claim, please contact the Claims Administrator.**

**B. INSTRUCTIONS FOR FILLING OUT THE PROOF OF CLAIM FORM**

**Important additional information regarding the Settlement and this Proof of Claim is contained in the accompanying Notice. Please refer to the Plan of Allocation set forth in the accompanying Notice for a detailed explanation of how a Claimant's Recognized Loss will be calculated.**

1. In order to be eligible to participate in the distribution of the Settlement Fund, a claimant ("Claimant") must have purchased or otherwise acquired Groupon Class A common stock between November 4, 2011 and March 30, 2012 (the "Class Period") and otherwise be a member of the Class as defined in the Notice.
2. The submission of a Proof of Claim does not ensure that your claim will be upheld or that you will share in any recovery. All claims are subject to verification and investigation. You may be requested to provide further information.
3. All claims must be made by persons or entities who were beneficial owners (as opposed to record holders or nominees) of shares of Groupon Class A common stock. (Brokerage firms, banks and other nominees are requested to transmit copies of the Notice and Proof of Claim to their present or former customers who were such beneficial owners. See Notice, Section VIII). If shares of Groupon Class A common stock were owned jointly, all joint owners must complete and sign the Proof of Claim.

4. Executors, administrators, guardians, conservators and trustees may complete and sign the Proof of Claim on behalf of persons or entities represented by them, but they must identify such persons or entities and provide proof of their authority (e.g., powers of attorney or currently effective letters testamentary or letters of administration) to do so.

5. You must file a separate Proof of Claim for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc. Joint tenants, co-owners or UGMA custodians should file a single claim. Claimants who file one or more claims (e.g., one in Claimant's name and one for an IRA or joint ownership) must identify the other claims filed.

6. There will be no Recognized Loss attributed to any Groupon securities other than Class A common stock.

7. The date of purchase and/or sale of shares of Groupon Class A common stock is the "trade" date and not the "settlement" date. The date of purchase for shares purchased in the IPO is November 4, 2011.

8. The first-in, first-out basis ("FIFO") will be applied to both purchases and sales.

9. The date of covering a "short sale" is deemed to be the date of purchase of Groupon Class A common stock; and the date of a "short sale" is deemed to be the date of sale of Groupon Class A common stock. Shares originally sold short will have a Recognized Loss of zero.

10. No cash payment will be made on a claim where the potential distribution is less than \$20.00.

11. You must attach to your claim form **copies** of brokerage confirmations, monthly statements or other documentation of your transactions in Groupon Class A common stock in order for your claim to be valid. If such documents are not available, a complete list of acceptable supporting documentation can be found on the Settlement website: **[www.GrouponSecuritiesLitigation.com](http://www.GrouponSecuritiesLitigation.com)**. Failure to provide this documentation could delay verification of your claim or could result in rejection of your claim.

13. If you have any questions or need additional Proofs of Claim, contact the Settlement Administrator via the information set forth in Section A. You may make photocopies of this form.

Must Be Postmarked  
No Later Than  
August 26, 2016

**GXT**



Official  
Office  
Use  
Only

*In re Groupon, Inc. Securities Litigation*

**PROOF OF CLAIM AND RELEASE**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**C. CLAIMANT IDENTIFICATION**

Last Name

M.I.

First Name

Last Name (Co-Beneficial Owner)

M.I.

First Name (Co-Beneficial Owner)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last four of SSN or TIN

Telephone Number (Primary Daytime)

Telephone Number (Alternate)

Email Address

**MAILING INFORMATION**

Address

Address

City

State

Zip Code

Foreign Province

Foreign Postal Code

Foreign Country Name/Abbreviation

FOR CLAIMS  
PROCESSING  
ONLY

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FOR CLAIMS  
PROCESSING  
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**D. SCHEDULE OF TRANSACTIONS IN Groupon CLASS A COMMON STOCK**

1. Separately list each and every purchase of Groupon Class A common stock during the period November 4, 2011 through March 30, 2012 inclusive and provide the following information (must be documented):

PURCHASES		Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar
Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired	
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2. State the total number of shares of Groupon Class A common stock purchased during the period March 31, 2012 through June 29, 2012 inclusive (if none, enter "0"):
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3. Separately list each and every sale of Groupon Class A common stock during the period November 4, 2011 through June 29, 2012 inclusive and provide the following information (must be documented):

SALES		Total Sales Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar
Trade Date(s) of Shares (List Chronologically)	Number of Shares Sold	
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4. State the total number of shares of Groupon Class A common stock owned at the close of trading on June 29, 2012, long or short (if none, enter "0"; if other than zero, must be documented):
- 

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE,  
WRITE YOUR NAME ON THE COPY AND FILL THIS CIRCLE: ○

IF YOU DO NOT FILL IN THIS CIRCLE THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE  
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



## **E. SUBMISSION TO JURISDICTION OF THE COURT**

By submitting this Proof of Claim Form and Release, I/we, and every Class Member I/we represent, submit to the jurisdiction of the United States District Court for the Northern District of Illinois for purposes of this Action and the Settlement of the Action, as reflected in the Stipulation of Settlement (the "Settlement"). I/We further agree to be bound by the orders of the Court, agree that this Proof of Claim Form, my/our status or the status of the Class member(s) I/we represent as a Claimant and the allowable amount of this claim will be subject to review and further inquiry, and that I/we will furnish such additional documentation with respect to this Proof of Claim as may be required.

## **F. RELEASE**

By signing this Proof of Claim Form and Release, and in consideration of the establishment of the Settlement Fund, as of the Effective Date thereof, the undersigned claimant ("Claimant"), on behalf of Claimant and Claimant's predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees, and administrators, hereby releases and forever discharges all of the "Released Claims," including "Unknown Claims," against each of the "Released Defendants' Parties."

"Released Claims" means any and all actions, suits, claims, debts, demands, rights, causes of action, proofs of claim or liabilities of every nature and description whatsoever (including, but not limited to, claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, or liability whatsoever), whether based in law or equity, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, matured or not matured, pursuant to federal, state, local, statutory or common law, or any other law, rule or regulation, whether foreign or domestic, including both known claims and Unknown Claims (as defined herein), whether or not concealed or hidden, that have been or could have been or could in the future be asserted in any forum, whether foreign or domestic, by Class Plaintiffs, any member of the Class, or their successors, assigns, executors, administrators, representatives, attorneys, agents, affiliates, and partners, and any Persons they represent or any of them, whether brought directly or indirectly against any of the Released Defendants' Parties, which arise out of, are based on, or relate in any way, directly or indirectly, to any of the allegations, acts, transactions, facts, events, matters, occurrences, representations or omissions involved, set forth, alleged or referred to, in the Action, or which could have been alleged in the Action or any of the individual complaints filed in the Action, and which arise out of, are based upon, or relate in any way, directly or indirectly, to the purchase, acquisition, transfer, holding, ownership, disposition or sale of any Common Stock or any other securities exercisable for or convertible into Common Stock, by any Class Member during the Class Period, except claims to enforce the Settlement.

"Released Defendants' Parties" means (i) each and all of the Defendants and Former Underwriter Defendants, (ii) each of their respective family members, for individuals, and past, present and future: direct and indirect parent entities, subsidiaries, related entities and affiliates, partnerships, investor funds, and (ii) for any of the entities listed in parts (i) and (ii), their respective general partners, limited partners, principals, shareholders, investors (however denominated), joint ventures, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, auditors, accountants, financial advisors, professional advisors, investment bankers, representatives, insurers, trustees, trustors, agents, attorneys, professionals, predecessors, successors, assigns, heirs, executors, administrators and any controlling person thereof.

"Unknown Claims" means any and all claims, demands, rights, liabilities, and causes of action of every nature and description which Class Plaintiffs, Class Members, or any Defendant does not know or suspect to exist in his, her or its favor at or after the Execution Date and including, without limitation, those which, if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims and Released Defendants' Claims, the Parties hereto stipulate and agree that, upon the Effective Date, Class Plaintiffs and Defendants shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Final Judgment shall have waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.**

Class Plaintiffs, Defendants and Class Members may hereafter discover facts in addition to or different from those that any of them now know or believe to be true with respect to the subject matter of the Released Claims, or the Released Defendants' Claims but Class Plaintiffs and Defendants shall expressly have, and each Class Member shall be deemed to have and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims and the Released Defendants' Claims known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, that now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Class Plaintiffs, Class Members, and Defendants acknowledge, and the Class Members by operation of the Judgment shall be deemed to have acknowledged, that the waivers contained in this paragraph, and the inclusion of "Unknown Claims" in the definition of Released Claims and Released Defendants' Claims, were separately bargained for and are key elements of the Settlement.



**G. REPRESENTATIONS**

I/We acknowledge that I/we have read the Notice, and that pursuant thereto I/we file this claim to participate in the Settlement.

I/We hereby warrant and represent that neither I/we, nor any person I/we represent, is a Defendant or Former Underwriter Defendant (as defined in the Stipulation of Settlement) with respect to any of the claims asserted in the Litigation, member of a Defendant's family or their legal representative, heir, successor or assign, an entity in which a Defendant has or had a majority interest, or a person or entity who has requested exclusion from the Class.

I/We hereby warrant and represent that I am/we are authorized to execute and deliver this Proof of Claim Form and Release.

**H. CERTIFICATION**

I/We declare and affirm under penalties of perjury that the foregoing information and the documents attached hereto, including the Social Security or Taxpayer Identification Number shown on this Proof of Claim, are true, correct and complete to the best of my/our knowledge, information and belief, and that this Proof of Claim was executed this \_\_\_\_\_ day of \_\_\_\_\_, 2016 in \_\_\_\_\_. (City) (State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- 1. Please sign the above Release and Certification.
- 2. If this claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the Settlement website. Failure to provide all the acceptable documentation and transactions requested may result in the rejection of your claim in part or in full.
- 4. **Do not send** originals of certificates.
- 5. Keep a copy of your claim form and all supporting documentation for your records.
- 6. The Settlement Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. **IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, PLEASE CALL THE SETTLEMENT ADMINISTRATOR TOLL FREE AT 1-877-369-3968.**
- 7. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us written notification of your new address.
- 8. **Do not use red pen or highlighter** on the Proof of Claim Form or supporting documentation.
- 9. If you have any questions or concerns regarding your claim, please contact the Settlement Administrator at (877) 369-3968 or by email at [info@grouponsecuritieslitigation.com](mailto:info@grouponsecuritieslitigation.com).

**THIS PROOF OF CLAIM FORM MUST BE POSTMARKED  
NO LATER THAN AUGUST 26, 2016, ADDRESSED AS FOLLOWS:**

Groupon Inc. Securities Litigation  
c/o KCC Class Action Services  
P.O Box 40007  
College Station TX 77842-4007

