

Groupon, Inc.
Form 8-K
June 14, 2016

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 8, 2016

GROUPON, INC.

(Exact name of registrant as specified in its charter)

Delaware 1-35335 27-0903295
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

600 West Chicago Avenue, Suite 400 60654
Chicago, Illinois (Zip Code)
(Address of principal executive offices)

312-334-1579
(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 8, 2016, at the 2016 Annual Meeting of Stockholders (the “Annual Meeting”) of Groupon, Inc. (“Groupon”), the stockholders of Groupon (the “Stockholders”) approved an amendment to Article V, Section 2 of Groupon's Sixth Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to provide that the Stockholders may remove directors from office with or without cause. The amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware and became effective on June 10, 2016.

Furthermore, on June 10, 2016, Groupon amended Article III, Section 3.11 of its Amended and Restated By-Laws (the “By-Laws”) to provide that the Stockholders may remove directors from office with or without cause.

The foregoing description is qualified in its entirety by the full texts of the amendment to the Certificate of Incorporation and the amendment to the By-Laws, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

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

Set forth below are the final voting results for each of the proposals submitted to a vote of the Stockholders at the Annual Meeting:

Election of Directors

The nine director nominees were elected to the Board of Directors and will serve as directors until Groupon's next annual meeting of stockholders or until their respective successors are elected and qualified.

| Director Nominee | For | Withheld | Broker Non-Votes |
|--------------------|-------------|------------|------------------|
| Rich Williams | 699,707,583 | 1,264,415 | 164,763,063 |
| Eric Lefkofsky | 698,392,306 | 2,579,692 | 164,763,063 |
| Theodore Leonsis | 699,340,233 | 1,631,765 | 164,763,063 |
| Michael Angelakis | 699,353,998 | 1,618,000 | 164,763,063 |
| Peter Barris | 698,483,189 | 2,488,809 | 164,763,063 |
| Robert Bass | 699,917,932 | 1,054,066 | 164,763,063 |
| Jeffrey Housenbold | 698,005,679 | 2,966,319 | 164,763,063 |
| Bradley Keywell | 653,102,261 | 47,869,737 | 164,763,063 |
| Ann Ziegler | 698,637,394 | 2,334,604 | 164,763,063 |

Ratification of independent registered public accounting firm for fiscal year 2016

The appointment of Ernst & Young LLP as Groupon’s independent registered public accounting firm for the 2016 fiscal year was ratified by the following vote:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 855,439,871 | 9,136,507 | 1,158,683 | n/a |

Advisory Approval of Our Named Executive Officer Compensation

A proposal to 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 |
|-----|---------|-------------|------------------|
| | | | |

697,252,451 3,450,440 269,107 164,763,063

Approval of the Amendment to Our Amended and Restated Certificate of Incorporation

A proposal to approve an amendment to Groupon's Certificate of Incorporation to provide that the Stockholders may remove a director from office, with or without cause, passed with the following vote:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 856,805,685 | 4,834,745 | 4,094,631 | n/a |

Approval of the Amendment to the Groupon, Inc. 2011 Incentive Plan

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

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|------------------|
| 584,986,298 | 115,753,210 | 232,490 | 164,763,063 |

Shareholder Proposal of People for the Ethical Treatment of Animals

A shareholder proposal of People for the Ethical Treatment of Animals did not pass with the following vote:

| For | Against | Abstentions | Broker Non-Votes |
|-----------|-------------|-------------|------------------|
| 2,522,450 | 669,218,930 | 29,230,618 | 164,763,063 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. Description

- | | |
|-----|--------------------------------------------------------------------------|
| 3.1 | Amendment to the Sixth Amended and Restated Certificate of Incorporation |
| 3.2 | Amendment to the Amended and Restated By-Laws |

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 14, 2016 By: /s/ Michael Randolfi
Name: Michael Randolfi
Title: Chief Financial Officer

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Exhibit Index

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- 3.1 Amendment to the Sixth Amended and Restated Certificate of Incorporation
- 3.2 Amendment to the Amended and Restated By-Laws