

Groupon, Inc.  
 Form 424B4  
 January 07, 2014  
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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of the registration fee(1)</b>
Class A Common Stock, \$0.0001 par value per share	13,825,283	\$11.80	\$163,138,339.40	\$21,012.22

(1) Calculated in accordance with Rule 457(r) and relates to the registration statement on Form S-3 (File No. 333-193164) filed on January 3, 2014. \$20,621 has previously been paid. \$391.22 is paid herewith.

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**Filed pursuant to Rule 424(b)(4)  
Registration Statement No. 333-193164**

*PROSPECTUS SUPPLEMENT*

*(To Prospectus dated January 3, 2014)*

*13,825,283 Shares*

*CLASS A COMMON STOCK*

*This is an offering of 13,825,283 shares of our Class A common stock by LivingSocial, Inc. ( LivingSocial or the selling stockholder ). See Selling Stockholder. We will not receive any proceeds from the shares of Class A common stock sold in this offering.*

*We have two classes of outstanding common stock, Class A common stock and Class B common stock. The rights of holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to 150 votes per share and is convertible at any time into one share of Class A common stock. Outstanding shares of Class B common stock represent approximately 34.6% of the voting power of our outstanding capital stock.*

*Our Class A common stock is listed on the NASDAQ Global Select Market under the symbol GRPN. The last reported sale price of our Class A common stock on January 6, 2014 was \$11.89 per share.*

*Investing in our Class A common stock involves risks. See Risk Factors beginning on page S-5.*

*PRICE \$11.80 A SHARE*

	<i>Price to</i>	<i>Underwriting Discounts and Commissions<sup>(1)</sup></i>	<i>Proceeds to Selling Stockholder</i>
<i>Per share</i>	<i>Public</i> \$11.80	\$0.27	\$11.53
<i>Total</i>	\$163,138,339.40	\$3,732,826.41	\$159,405,513.00

*(1) The selling stockholder has agreed to reimburse the underwriter for certain FINRA-related expenses. See Underwriter.*

*The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.*

*Morgan Stanley & Co. LLC expects to deliver the shares of Class A common stock to purchasers on January 10, 2014.*

*MORGAN STANLEY*