

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

Groupon, Inc.
Form 8-K
June 24, 2015

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 18, 2015

GROUPON, INC.

(Exact name of registrant as specified in its charter)

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

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

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))

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

Groupon, Inc. (“Groupon”) held its annual meeting of the stockholders on June 18, 2015. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders:

Election of Directors

| | For | Withheld | Broker Non-Votes |
|--------------------|-------------|------------|------------------|
| Eric Lefkofsky | 570,653,002 | 1,582,936 | 144,340,314 |
| Peter Barris | 571,290,616 | 945,322 | 144,340,314 |
| Robert Bass | 571,279,363 | 956,575 | 144,340,314 |
| Daniel Henry | 570,258,908 | 1,977,030 | 144,340,314 |
| Jeffrey Housenbold | 567,451,085 | 4,784,853 | 144,340,314 |
| Bradley Keywell | 519,241,499 | 52,994,439 | 144,340,314 |
| Theodore Leonsis | 570,689,538 | 1,546,400 | 144,340,314 |
| Ann Ziegler | 570,990,638 | 1,245,300 | 144,340,314 |

Ratification of Ernst & Young LLP as Groupon’s independent registered public accounting firm for fiscal year 2015

| | For | Against | Abstentions | Broker Non-Votes |
|---|-------------|-----------|-------------|------------------|
| Ratification of independent registered public accounting firm | 712,121,377 | 3,852,579 | 602,296 | n/a |

Advisory Approval of the Compensation of Groupon's Named Executive Officers

| | For | Against | Abstentions | Broker Non-Votes |
|---|-------------|-----------|-------------|------------------|
| Advisory approval of the compensation of Groupon’s named executive officers | 564,629,019 | 4,319,685 | 3,287,234 | 144,340,314 |

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 23, 2015

By: /s/ Brian Kayman

Name: Brian Kayman

Title: Interim Chief Financial Officer