

**Groupon, Inc.**  
**Summary Consolidated and Segment Results**  
(in thousands, except share and per share amounts)  
(unaudited)

	Three Months Ended September 30,		Y/Y % Growth	FX Effect <sup>(2)</sup>	Y/Y % Growth excluding FX <sup>(2)</sup>	Nine Months Ended September 30,		Y/Y % Growth	FX Effect <sup>(2)</sup>	Y/Y % Growth excluding FX <sup>(2)</sup>
	2014	2013				2014	2013			
<b>Gross Billings <sup>(1)</sup>:</b>										
North America	\$ 774,286	\$ 664,999	16.4 %	\$ (484)	16.5 %	\$ 2,354,900	\$ 2,058,523	14.4 %	\$ (1,995)	14.5 %
EMEA	489,423	443,318	10.4 %	2,156	9.9 %	1,486,266	1,417,886	4.8 %	38,788	2.1 %
Rest of World	597,026	234,331	154.8 %	18,080	147.1 %	1,655,826	687,814	140.7 %	1,949	140.5 %
<b>Consolidated gross billings</b>	<b>\$ 1,860,735</b>	<b>\$ 1,342,648</b>	<b>38.6 %</b>	<b>\$ 19,752</b>	<b>37.1 %</b>	<b>\$ 5,496,992</b>	<b>\$ 4,164,223</b>	<b>32.0 %</b>	<b>\$ 38,742</b>	<b>31.1 %</b>
<b>Revenue:</b>										
North America	\$ 418,494	\$ 360,838	16.0 %	\$ (109)	16.0 %	\$ 1,273,487	\$ 1,077,574	18.2 %	\$ (601)	18.2 %
EMEA	230,072	147,950	55.5 %	881	54.9 %	688,655	491,710	40.1 %	18,079	36.4 %
Rest of World	108,488	86,271	25.8 %	(430)	26.3 %	304,125	235,924	28.9 %	(12,854)	34.4 %
<b>Consolidated revenue</b>	<b>\$ 757,054</b>	<b>\$ 595,059</b>	<b>27.2 %</b>	<b>\$ 342</b>	<b>27.2 %</b>	<b>\$ 2,266,267</b>	<b>\$ 1,805,208</b>	<b>25.5 %</b>	<b>\$ 4,624</b>	<b>25.3 %</b>
(Loss) income from operations	\$ (5,429)	\$ 13,812	(139.3) %	\$ (159)	(138.2) %	\$ (33,236)	\$ 62,402	(153.3) %	\$ 2,325	(157.0) %
Net loss attributable to Groupon, Inc.	\$ (21,208)	\$ (2,580)				\$ (81,878)	\$ (14,146)			
<b>Net loss per share</b>										
Basic	\$ (0.03)	\$ (0.00)				\$ (0.12)	\$ (0.02)			
Diluted	\$ (0.03)	\$ (0.00)				\$ (0.12)	\$ (0.02)			
<b>Weighted average number of shares outstanding</b>										
Basic	669,526,524	666,432,848				675,814,535	662,531,567			
Diluted	669,526,524	666,432,848				675,814,535	662,531,567			

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds.

(2) Represents the change in financial measures that would have resulted had average exchange rates in the reporting periods been the same as those in effect during the three and nine months ended September 30, 2013.

**Groupon, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<b>Operating activities</b>				
Net loss	\$ (19,018)	\$ (1,292)	\$ (75,303)	\$ (10,085)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:				
Depreciation and amortization of property, equipment and software	26,317	17,816	71,476	49,186
Amortization of acquired intangible assets	11,829	5,333	36,068	16,131
Stock-based compensation	34,574	26,870	89,958	89,223
Deferred income taxes	(2,472)	(659)	(1,956)	(1,225)
Excess tax benefits on stock-based compensation	(2,641)	(8,348)	(12,573)	(12,116)
Loss on equity method investments	91	25	459	58
Net gain from changes in fair value of contingent consideration	(1,020)	(1,529)	(1,059)	(2,276)
Impairment of investments	1,448	-	2,036	-
Change in assets and liabilities, net of acquisitions:				
Restricted cash	6,040	(3,348)	6,961	(81)
Accounts receivable	(2,002)	11,940	(29,267)	8,999
Prepaid expenses and other current assets	(26,499)	(2,846)	(32,397)	13,146
Accounts payable	(3,811)	(3,036)	(8,964)	(25,867)
Accrued merchant and supplier payables	(19,274)	(34,315)	(61,219)	(72,290)
Accrued expenses and other current liabilities	9,790	(20,553)	(27,091)	(27,790)
Other, net	32,114	2,037	44,873	15,144
<b>Net cash provided by (used in) operating activities</b>	<b>45,466</b>	<b>(11,905)</b>	<b>2,002</b>	<b>40,157</b>
<b>Net cash used in investing activities</b>	<b>(20,461)</b>	<b>(26,444)</b>	<b>(193,567)</b>	<b>(72,985)</b>
<b>Net cash used in financing activities</b>	<b>(16,823)</b>	<b>(8,970)</b>	<b>(173,068)</b>	<b>(26,253)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(21,102)</b>	<b>5,165</b>	<b>(20,671)</b>	<b>(10,351)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(12,920)</b>	<b>(42,154)</b>	<b>(385,304)</b>	<b>(69,432)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>868,088</b>	<b>1,182,011</b>	<b>1,240,472</b>	<b>1,209,289</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 855,168</b>	<b>\$ 1,139,857</b>	<b>\$ 855,168</b>	<b>\$ 1,139,857</b>

**Groupon, Inc.**  
**Condensed Consolidated Statements of Operations**  
(in thousands, except share and per share amounts)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>Revenue:</b>				
Third party and other	\$ 399,803	\$ 394,987	\$ 1,232,173	\$ 1,252,966
Direct	357,251	200,072	1,034,094	552,242
Total revenue	757,054	595,059	2,266,267	1,805,208
<b>Cost of revenue:</b>				
Third party and other	61,497	54,001	182,226	179,524
Direct	315,413	181,436	928,314	502,359
Total cost of revenue	376,910	235,437	1,110,540	681,883
Gross profit	380,144	359,622	1,155,727	1,123,325
<b>Operating expenses:</b>				
Marketing	59,935	53,265	203,134	158,319
Selling, general and administrative	325,942	294,074	983,751	904,880
Acquisition-related (benefit) expense, net	(304)	(1,529)	2,078	(2,276)
Total operating expenses	385,573	345,810	1,188,963	1,060,923
<b>(Loss) income from operations</b>	(5,429)	13,812	(33,236)	62,402
Other (expense) income, net <sup>(1)</sup>	(20,023)	832	(21,886)	(9,830)
<b>(Loss) income before (benefit) provision for income taxes</b>	(25,452)	14,644	(55,122)	52,572
(Benefit) provision for income taxes	(6,434)	15,936	20,181	62,657
<b>Net loss</b>	(19,018)	(1,292)	(75,303)	(10,085)
Net income attributable to noncontrolling interests	(2,190)	(1,288)	(6,575)	(4,061)
<b>Net loss attributable to Groupon, Inc.</b>	\$ (21,208)	\$ (2,580)	\$ (81,878)	\$ (14,146)
<b>Net loss per share</b>				
Basic	\$ (0.03)	\$ (0.00)	\$ (0.12)	\$ (0.02)
Diluted	\$ (0.03)	\$ (0.00)	\$ (0.12)	\$ (0.02)
<b>Weighted average number of shares outstanding</b>				
Basic	669,526,524	666,432,848	675,814,535	662,531,567
Diluted	669,526,524	666,432,848	675,814,535	662,531,567

(1) Other (expense) income, net includes foreign currency (losses) gains of (\$18,638) and \$326 for the three months ended September 30, 2014 and 2013, respectively, and (\$20,108) and (\$11,156) for the nine months ended September 30, 2014 and 2013, respectively.

**Groupon, Inc.**  
**Condensed Consolidated Balance Sheets**  
(in thousands, except share and per share amounts)

	September 30, 2014 (unaudited)	December 31, 2013
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 855,168	\$ 1,240,472
Accounts receivable, net	124,598	83,673
Deferred income taxes	26,564	27,938
Prepaid expenses and other current assets	243,750	210,415
<b>Total current assets</b>	<b>1,250,080</b>	<b>1,562,498</b>
Property, equipment and software, net	170,534	134,423
Goodwill	441,290	220,827
Intangible assets, net	119,810	28,443
Investments	23,639	20,652
Deferred income taxes, non-current	44,709	35,941
Other non-current assets	22,103	39,226
<b>Total Assets</b>	<b>\$ 2,072,165</b>	<b>\$ 2,042,010</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$ 25,848	\$ 27,573
Accrued merchant and supplier payables	754,628	752,943
Accrued expenses	223,677	226,986
Deferred income taxes	44,787	47,558
Other current liabilities	134,116	132,718
<b>Total current liabilities</b>	<b>1,183,056</b>	<b>1,187,778</b>
Deferred income taxes, non-current	9,668	10,853
Other non-current liabilities	151,486	131,697
<b>Total Liabilities</b>	<b>1,344,210</b>	<b>1,330,328</b>
Commitments and contingencies		
<b>Stockholders' Equity</b>		
Class A common stock, par value \$0.0001 per share, 2,000,000,000 shares authorized, 694,272,530 shares issued and 668,185,526 shares outstanding at September 30, 2014 and 670,149,976 shares issued and 665,717,176 shares outstanding at December 31, 2013	70	67
Class B common stock, par value \$0.0001 per share, 10,000,000 shares authorized, 2,399,976 shares issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Common stock, par value \$0.0001 per share, 2,010,000,000 shares authorized, no shares issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Additional paid-in capital	1,814,040	1,584,211
Treasury stock, at cost, 26,087,004 shares at September 30, 2014 and 4,432,800 shares at December 31, 2013	(190,355)	(46,587)
Accumulated deficit	(930,748)	(848,870)
Accumulated other comprehensive income	34,948	24,830
<b>Total Groupon, Inc. Stockholders' Equity</b>	<b>727,955</b>	<b>713,651</b>
Noncontrolling interests	-	(1,969)
<b>Total Equity</b>	<b>727,955</b>	<b>711,682</b>
<b>Total Liabilities and Equity</b>	<b>\$ 2,072,165</b>	<b>\$ 2,042,010</b>

**Groupon, Inc.**  
**Segment Information**  
(in thousands)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>North America</b>				
Gross billings <sup>(1)</sup>	\$ 774,286	\$ 664,999	\$ 2,354,900	\$ 2,058,523
Revenue	\$ 418,494	\$ 360,838	\$ 1,273,487	\$ 1,077,574
Segment cost of revenue and operating expenses <sup>(2)</sup>	405,910	335,670	1,234,973	962,532
Segment operating income <sup>(2)</sup>	\$ 12,584	\$ 25,168	\$ 38,514	\$ 115,042
Segment operating income as a percent of segment gross billings	1.6 %	3.8 %	1.6 %	5.6 %
Segment operating income as a percent of segment revenue	3.0 %	7.0 %	3.0 %	10.7 %
<b>EMEA</b>				
Gross billings <sup>(1)</sup>	\$ 489,423	\$ 443,318	\$ 1,486,266	\$ 1,417,886
Revenue	\$ 230,072	\$ 147,950	\$ 688,655	\$ 491,710
Segment cost of revenue and operating expenses <sup>(2)</sup>	207,643	132,346	619,594	417,222
Segment operating income <sup>(2)</sup>	\$ 22,429	\$ 15,604	\$ 69,061	\$ 74,488
Segment operating income as a percent of segment gross billings	4.6 %	3.5 %	4.6 %	5.3 %
Segment operating income as a percent of segment revenue	9.7 %	10.5 %	10.0 %	15.1 %
<b>Rest of World</b>				
Gross billings <sup>(1)</sup>	\$ 597,026	\$ 234,331	\$ 1,655,826	\$ 687,814
Revenue	\$ 108,488	\$ 86,271	\$ 304,125	\$ 235,924
Segment cost of revenue and operating expenses <sup>(2)</sup>	114,660	87,890	352,900	276,105
Segment operating loss <sup>(2)</sup>	\$ (6,172)	\$ (1,619)	\$ (48,775)	\$ (40,181)
Segment operating loss as a percent of segment gross billings	(1.0) %	(0.7) %	(2.9) %	(5.8) %
Segment operating loss as a percent of segment revenue	(5.7) %	(1.9) %	(16.0) %	(17.0) %

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds.

(2) Segment cost of revenue and operating expenses and segment operating income (loss) exclude stock-based compensation and acquisition-related (benefit) expense, net.

**Groupon, Inc.**  
**Non-GAAP Reconciliation Schedules**  
(in thousands, except share and per share amounts)  
(unaudited)

Adjusted EBITDA and earnings per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net of tax, are non-GAAP financial measures. The Company reconciles Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss," for the periods presented and the Company reconciles earnings per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net to the most comparable U.S. GAAP financial measure, "Diluted net loss per share," for the periods presented.

The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss."

	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
<b>Net loss</b>	\$ (1,292)	\$ (78,861)	\$ (35,363)	\$ (20,922)	\$ (19,018)
Adjustments:					
Stock-based compensation	26,870	32,239	23,729	31,655	34,574
Acquisition-related (benefit) expense, net	(1,529)	2,265	1,785	597	(304)
Depreciation and amortization	23,149	24,132	34,740	34,658	38,146
Other (income) expense, net	(832)	84,833	840	1,023	20,023
Provision (benefit) for income taxes	15,936	7,380	14,570	12,045	(6,434)
Total adjustments	63,594	150,849	75,664	79,978	86,005
<b>Adjusted EBITDA</b>	\$ 62,302	\$ 71,988	\$ 40,301	\$ 59,056	\$ 66,987

The following is a reconciliation of diluted net loss per share to diluted earnings per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net for the three and nine months ended September 30, 2014:

	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
Net loss attributable to common stockholders	\$ (21,208)	\$ (81,878)
Stock-based compensation	34,574	89,958
Amortization of acquired intangible assets	11,829	36,068
Acquisition-related (benefit) expense, net	(304)	2,078
Income tax effect of adjustments	(7,361)	(31,090)
Net earnings attributable to common stockholders excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net	\$ 17,530	\$ 15,136
Diluted shares	669,526,524	675,814,535
Incremental diluted shares	8,907,050	10,317,632
Adjusted diluted shares	678,433,574	686,132,167
Diluted net loss per share	\$ (0.03)	\$ (0.12)
Impact of stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net <sup>(1)</sup>	0.06	0.14
Diluted earnings per share excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net <sup>(1)</sup>	\$ 0.03	\$ 0.02

(1) The sum of per share amounts for quarterly periods may not equal year-to-date amounts due to rounding.

Foreign exchange rate neutral operating results are non-GAAP financial measures. The Company reconciles foreign exchange rate neutral operating results to the most comparable U.S. GAAP financial measures, "Gross billings," "Revenue" and "(Loss) income from operations," respectively, for the periods presented. The Company reconciles "foreign exchange rate neutral Gross billings growth" and "foreign exchange rate neutral Revenue growth" to year-over-year growth rates for the most comparable U.S. GAAP financial measures, "Gross billings growth" and "Revenue growth," respectively, for the periods presented.

The effect on the Company's gross billings, revenue and loss from operations from changes in exchange rates versus the U.S. Dollar for the three months ended September 30, 2014 was as follows:

	Three Months Ended September 30, 2014			Three Months Ended September 30, 2014		
	At Avg. Q3 2013 Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported	At Avg. Q2 2014 Rates <sup>(3)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported
Gross billings	\$ 1,840,983	\$ 19,752	\$ 1,860,735	\$ 1,877,385	\$ (16,650)	\$ 1,860,735
Revenue	\$ 756,712	\$ 342	\$ 757,054	\$ 765,015	\$ (7,961)	\$ 757,054
Loss from operations	\$ (5,270)	\$ (159)	\$ (5,429)	\$ (5,335)	\$ (94)	\$ (5,429)

The effect on the Company's gross billings, revenue and (loss) income from operations from changes in exchange rates versus the U.S. Dollar for the nine months ended September 30, 2014 was as follows:

	Nine Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	At Avg. Q3 2013 YTD Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported	At Avg. Q4'13 - Q2'14 Rates <sup>(3)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported
Gross billings	\$ 5,458,250	\$ 38,742	\$ 5,496,992	\$ 5,503,487	\$ (6,495)	\$ 5,496,992
Revenue	\$ 2,261,643	\$ 4,624	\$ 2,266,267	\$ 2,273,122	\$ (6,855)	\$ 2,266,267
(Loss) income from operations	\$ (35,561)	\$ 2,325	\$ (33,236)	\$ (33,353)	\$ 117	\$ (33,236)

(1) Represents the financial statement balances that would have resulted had average exchange rates in the reporting period been the same as those in effect during the three and nine months ended September 30, 2013.

(2) Represents the increase or decrease in reported amounts resulting from changes in exchange rates from those in effect in the comparable period.

(3) Represents the financial statement balances that would have resulted had average exchange rates in the reporting periods been the same as those in effect during the three and nine months ended June 30, 2014.

The following is a quarterly reconciliation of foreign exchange rate neutral Gross billings growth from the comparable quarterly periods of the prior year to reported Gross billings growth from the comparable quarterly periods of the prior year.

	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
EMEA Gross billings growth, excluding FX	9 %	3 %	1 %	(4) %	10 %
FX Effect	3 %	3 %	3 %	4 %	- %
EMEA Gross billings growth	12 %	6 %	4 %	- %	10 %
Rest of World Gross billings growth, excluding FX	(4) %	(2) %	133 %	141 %	147 %
FX Effect	(9) %	(9) %	(10) %	4 %	8 %
Rest of World Gross billings growth	(13) %	(11) %	123 %	145 %	155 %
Consolidated Gross billings growth, excluding FX	11 %	5 %	30 %	27 %	37 %
FX Effect	(1) %	- %	(1) %	2 %	2 %
Consolidated Gross billings growth	10 %	5 %	29 %	29 %	39 %

The following is a quarterly reconciliation of foreign exchange rate neutral Revenue growth from the comparable quarterly periods of the prior year to reported Revenue growth from the comparable quarterly periods of the prior year.

	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
EMEA Revenue growth, excluding FX	(23) %	38 %	22 %	36 %	55 %
FX Effect	2 %	5 %	4 %	6 %	1 %
EMEA Revenue growth	(21) %	43 %	26 %	42 %	56 %
Rest of World Revenue growth, excluding FX	7 %	(6) %	35 %	44 %	26 %
FX Effect	(11) %	(9) %	(12) %	(4) %	- %
Rest of World Revenue growth	(4) %	(15) %	23 %	40 %	26 %
Consolidated Revenue growth, excluding FX	6 %	20 %	26 %	22 %	27 %
FX Effect	(1) %	- %	- %	2 %	- %
Consolidated Revenue growth	5 %	20 %	26 %	24 %	27 %

**Groupon, Inc.**  
**Supplemental Financial Information and Business Metrics** <sup>(1)</sup>  
 (financial data in thousands; active customers in millions)  
 (unaudited)

Segments	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
<b>North America Segment:</b>					
<b>Gross Billings</b> <sup>(1)</sup> :					
Local <sup>(2)</sup> Gross Billings	\$ 405,913	\$ 439,131	\$ 456,952	\$ 461,366	\$ 446,573
Goods Gross Billings	194,565	286,039	242,896	247,618	242,893
Travel <sup>(3)</sup> Gross Billings	64,521	63,551	81,921	89,861	84,820
Total Gross Billings	\$ 664,999	\$ 788,721	\$ 781,769	\$ 798,845	\$ 774,286
Year-over-year growth	20 %	10 %	15 %	12 %	16 %
% Third Party and Other	72 %	67 %	70 %	70 %	69 %
% Direct	28 %	33 %	30 %	30 %	31 %
Gross Billings Trailing Twelve Months (TTM)	\$ 2,777,475	\$ 2,847,244	\$ 2,947,694	\$ 3,034,334	\$ 3,143,621
<b>Revenue</b> <sup>(3)</sup> :					
Local Revenue	\$ 162,346	\$ 161,601	\$ 177,247	\$ 164,500	\$ 161,912
Goods Revenue	185,914	268,281	237,435	241,626	238,955
Travel Revenue	12,578	13,902	16,380	17,805	17,627
Total Revenue	\$ 360,838	\$ 443,784	\$ 431,062	\$ 423,931	\$ 418,494
Year-over-year growth	24 %	18 %	27 %	12 %	16 %
% Third Party and Other	49 %	41 %	45 %	43 %	43 %
% Direct	51 %	59 %	55 %	57 %	57 %
Revenue TTM	\$ 1,452,925	\$ 1,521,358	\$ 1,612,866	\$ 1,659,615	\$ 1,717,271
<b>Gross Profit</b> <sup>(4)</sup> :					
Local Gross Profit	\$ 138,890	\$ 140,944	\$ 152,622	\$ 142,674	\$ 138,189
% of North America Total Local Gross Billings	34.2 %	32.1 %	33.4 %	30.9 %	30.9 %
Goods Gross Profit	21,609	21,030	12,604	22,961	23,953
% of North America Total Goods Gross Billings	11.1 %	7.4 %	5.2 %	9.3 %	9.9 %
Travel Gross Profit	11,070	12,352	14,442	14,365	14,000
% of North America Total Travel Gross Billings	17.2 %	19.4 %	17.6 %	16.0 %	16.5 %
Total Gross Profit	\$ 171,569	\$ 174,326	\$ 179,668	\$ 180,000	\$ 176,142
Year-over-year growth	7 %	15 %	4 %	(7) %	3 %
% Third Party and Other	90 %	91 %	94 %	88 %	87 %
% Direct	10 %	9 %	6 %	12 %	13 %
% of North America Total Gross Billings	25.8 %	22.1 %	23.0 %	22.5 %	22.7 %
<b>EMEA Segment:</b>					
<b>Gross Billings:</b>					
Local Gross Billings	\$ 207,803	\$ 277,472	\$ 262,141	\$ 227,266	\$ 218,615
Goods Gross Billings	169,849	219,880	183,013	190,957	191,006
Travel Gross Billings	65,666	68,361	68,434	65,032	79,802
Total Gross Billings	\$ 443,318	\$ 565,713	\$ 513,588	\$ 483,255	\$ 489,423
Year-over-year growth	12 %	6 %	4 %	-	10 %
Year-over-year growth, excluding FX <sup>(5)</sup>	9 %	3 %	1 %	(4) %	10 %
% Third Party and Other	98 %	83 %	83 %	80 %	78 %
% Direct	2 %	17 %	17 %	20 %	22 %
Gross Billings TTM	\$ 1,950,367	\$ 1,983,599	\$ 2,004,869	\$ 2,005,874	\$ 2,051,979
<b>Revenue:</b>					
Local Revenue	\$ 92,141	\$ 116,061	\$ 109,120	\$ 96,485	\$ 90,002
Goods Revenue	41,279	119,274	106,889	115,413	123,110
Travel Revenue	14,530	15,870	14,884	15,792	16,960
Total Revenue	\$ 147,950	\$ 251,205	\$ 230,893	\$ 227,690	\$ 230,072
Year-over-year growth	(21) %	43 %	26 %	42 %	36 %
Year-over-year growth, excluding FX	(23) %	38 %	22 %	36 %	35 %
% Third Party and Other	94 %	61 %	61 %	57 %	53 %
% Direct	6 %	39 %	39 %	43 %	47 %
Revenue TTM	\$ 667,988	\$ 742,915	\$ 790,010	\$ 857,738	\$ 939,860
<b>Gross Profit:</b>					
Local Gross Profit	\$ 81,808	\$ 105,210	\$ 100,066	\$ 90,373	\$ 83,956
% of EMEA Total Local Gross Billings	39.4 %	37.9 %	38.2 %	39.8 %	38.4 %
Goods Gross Profit	28,943	33,526	27,302	35,432	32,252
% of EMEA Total Goods Gross Billings	17.0 %	15.2 %	14.9 %	18.6 %	16.9 %
Travel Gross Profit	12,930	14,457	13,669	14,894	15,440
% of EMEA Total Travel Gross Billings	19.7 %	21.1 %	20.0 %	22.9 %	19.3 %
Total Gross Profit	\$ 123,681	\$ 153,193	\$ 141,037	\$ 140,699	\$ 131,648
Year-over-year growth	(24) %	7 %	(8) %	1 %	6 %
% Third Party and Other	99 %	91 %	92 %	85 %	85 %
% Direct	1 %	9 %	8 %	15 %	15 %
% of EMEA Total Gross Billings	27.9 %	27.1 %	27.5 %	29.1 %	26.9 %
<b>Rest of World Segment:</b>					
<b>Gross Billings:</b>					
Local Gross Billings	\$ 118,718	\$ 116,824	\$ 167,833	\$ 170,237	\$ 190,254
Goods Gross Billings	78,973	89,451	283,091	281,300	289,210
Travel Gross Billings	36,640	32,398	70,930	85,409	117,562
Total Gross Billings	\$ 234,331	\$ 238,673	\$ 521,854	\$ 536,946	\$ 597,026
Year-over-year growth	(13) %	(11) %	123 %	145 %	155 %
Year-over-year growth, excluding FX	(4) %	(2) %	133 %	141 %	147 %
% Third Party and Other	97 %	97 %	99 %	99 %	98 %
% Direct	3 %	3 %	1 %	1 %	2 %
Gross Billings TTM	\$ 956,833	\$ 926,487	\$ 1,214,209	\$ 1,531,804	\$ 1,894,499
<b>Revenue:</b>					
Local Revenue	\$ 51,900	\$ 40,847	\$ 43,814	\$ 42,711	\$ 45,085
Goods Revenue	25,061	26,158	41,855	45,537	48,889
Travel Revenue	9,310	6,453	10,013	11,707	14,514
Total Revenue	\$ 86,271	\$ 73,458	\$ 95,682	\$ 99,955	\$ 108,488
Year-over-year growth	(4) %	(15) %	23 %	40 %	26 %
Year-over-year growth, excluding FX	7 %	(6) %	35 %	44 %	26 %
% Third Party and Other	91 %	90 %	94 %	93 %	90 %
% Direct	9 %	10 %	6 %	7 %	10 %
Revenue TTM	\$ 322,597	\$ 309,382	\$ 327,014	\$ 355,366	\$ 377,583
<b>Gross Profit:</b>					
Local Gross Profit	\$ 44,435	\$ 33,596	\$ 34,748	\$ 35,618	\$ 38,592
% of Rest of World Total Local Gross Billings	37.4 %	28.8 %	20.7 %	20.9 %	20.3 %
Goods Gross Profit	12,016	11,781	22,135	24,623	22,877
% of Rest of World Total Goods Gross Billings	15.2 %	13.2 %	7.8 %	8.8 %	7.9 %
Travel Gross Profit	7,921	5,312	8,133	8,922	10,885
% of Rest of World Total Travel Gross Billings	21.6 %	16.4 %	11.5 %	10.4 %	9.3 %
Total Gross Profit	\$ 64,372	\$ 50,689	\$ 65,016	\$ 69,163	\$ 72,354
Year-over-year growth	1 %	(16) %	23 %	37 %	12 %
% Third Party and Other	99 %	101 %	102 %	100 %	102 %
% Direct	1 %	(1) %	(2) %	-	(2) %
% of Rest of World Total Gross Billings	27.5 %	21.2 %	12.5 %	12.9 %	12.1 %

	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
<b>Consolidated Results of Operations:</b>					
<b>Gross Billings:</b>					
Local Gross Billings	\$ 732,434	\$ 833,427	\$ 886,926	\$ 858,869	\$ 855,442
Goods Gross Billings	443,387	595,370	709,000	719,875	723,109
Travel Gross Billings	166,827	164,310	221,285	240,302	282,184
Total Gross Billings	\$ 1,342,648	\$ 1,593,107	\$ 1,817,211	\$ 1,819,046	\$ 1,860,735
Year-over-year growth	10 %	5 %	29 %	29 %	39 %
Year-over-year growth, excluding FX	11 %	5 %	30 %	27 %	37 %
% Third Party and Other	85 %	77 %	82 %	81 %	81 %
% Direct	15 %	23 %	18 %	19 %	19 %
Gross Billings TTM	\$ 5,684,675	\$ 5,757,330	\$ 6,166,772	\$ 6,572,012	\$ 7,090,099
Year-over-year growth	12 %	7 %	14 %	18 %	25 %
<b>Revenue:</b>					
Local Revenue	\$ 306,387	\$ 318,509	\$ 330,181	\$ 303,696	\$ 296,999
Goods Revenue	252,254	413,713	386,179	402,576	410,954
Travel Revenue	36,418	36,225	41,277	45,304	49,101
Total Revenue	\$ 595,059	\$ 768,447	\$ 757,637	\$ 751,576	\$ 757,054
Year-over-year growth	5 %	20 %	26 %	23 %	27 %
Year-over-year growth, excluding FX	6 %	20 %	26 %	22 %	27 %
% Third Party and Other	66 %	52 %	56 %	54 %	53 %
% Direct	34 %	48 %	44 %	46 %	47 %
Revenue TTM	\$ 2,443,510	\$ 2,573,655	\$ 2,729,890	\$ 2,872,719	\$ 3,034,714
Year-over-year growth	12 %	10 %	15 %	19 %	24 %
<b>Gross Profit:</b>					
Local Gross Profit	\$ 265,133	\$ 279,750	\$ 287,436	\$ 268,665	\$ 260,737
% of Total Consolidated Local Gross Billings	36.2 %	33.6 %	32.4 %	31.3 %	30.5 %
Goods Gross Profit	62,568	66,337	62,041	83,016	79,082
% of Total Consolidated Goods Gross Billings	14.1 %	11.1 %	8.8 %	11.5 %	10.9 %
Travel Gross Profit	31,921	32,121	36,244	38,181	40,325
% of Total Consolidated Travel Gross Billings	19.1 %	19.5 %	16.4 %	15.9 %	14.3 %
Total Gross Profit	\$ 359,622	\$ 378,208	\$ 385,721	\$ 389,862	\$ 380,144
Year-over-year growth	(7) %	6 %	2 %	1 %	6 %
% Third Party and Other	95 %	92 %	94 %	89 %	89 %
% Direct	5 %	8 %	6 %	11 %	11 %
% of Total Consolidated Gross Billings	26.8 %	23.7 %	21.2 %	21.4 %	20.4 %
Adjusted EBITDA	\$ 62,302	\$ 71,988	\$ 40,301	\$ 59,056	\$ 66,987
% of Total Consolidated Gross Billings	4.6 %	4.5 %	2.2 %	3.2 %	3.6 %
% of Total Consolidated Revenue	10.5 %	9.4 %	5.3 %	7.9 %	8.8 %
Free cash flow is a non-GAAP financial measure. The following is a reconciliation of free cash flow to the most comparable U.S. GAAP financial measure, "Net cash provided by (used in) operating activities."					
Net cash (used in) provided by operating activities	\$ (11,905)	\$ 178,275	\$ (20,717)	\$ (22,747)	\$ 45,466
Purchases of property and equipment and capitalized software	(15,064)	(19,931)	(16,355)	(31,053)	(20,053)
Free cash flow	\$ (26,969)	\$ 158,344	\$ (37,072)	\$ (53,800)	\$ 25,413
Net cash provided by operating activities (TTM)	\$ 105,874	\$ 218,432	\$ 188,955	\$ 122,906	\$ 180,277
Purchases of property and equipment and capitalized software (TTM)	(83,608)	(63,505)	(65,392)	(82,403)	(87,392)
Free cash flow (TTM)	\$ 22,266	\$ 154,927	\$ 123,563	\$ 40,503	\$ 92,885
Net cash used in investing activities	\$ (26,444)	\$ (23,330)	\$ (138,608)	\$ (34,498)	\$ (20,461)
Net cash used in financing activities	\$ (8,970)	\$ (55,444)	\$ (41,492)	\$ (114,753)	\$ (16,823)
Net cash used in investing activities (TTM)	\$ (125,738)	\$ (96,315)	\$ (204,244)	\$ (222,880)	\$ (216,897)
Net cash used in financing activities (TTM)	\$ (32,748)	\$ (81,697)	\$ (113,847)	\$ (220,659)	\$ (228,512)
<b>Other Metrics:</b>					
<b>Active Customers<sup>(6)</sup></b>					
North America	19.9	20.8	21.8	22.6	23.5
EMEA	14.0	14.2	14.5	14.5	14.9
Rest of World <sup>(7)</sup>	8.7	8.7	14.1	14.5	14.3
Total Active Customers <sup>(8)</sup>	42.6	43.7	50.4	51.6	52.7
<b>TTM Gross Billings / Average Active Customer<sup>(9)</sup></b>					
North America	\$ 155	\$ 150	\$ 147	\$ 145	\$ 145
EMEA	\$ 137	\$ 139	\$ 141	\$ 141	\$ 142
Rest of World <sup>(7)</sup>	\$ 109	\$ 104	\$ 106	\$ 132	\$ 165
Consolidated <sup>(8)</sup>	\$ 139	\$ 137	\$ 135	\$ 141	\$ 149
<b>Headcount</b>					
<b>Sales<sup>(10)</sup></b>					
% North America	4,801	4,834	5,231	5,057	4,929
% EMEA	28 %	29 %	27 %	26 %	26 %
% Rest of World	37 %	37 %	37 %	39 %	39 %
Other	35 %	34 %	36 %	35 %	35 %
Total Headcount	6,453	6,449	7,099	6,888	6,827
	11,254	11,283	12,330	11,945	11,756

(1) Represents the total dollar value of customer purchases of goods and services, excluding applicable taxes and net of estimated refunds.

(2) Local represents deals from local merchants, deals with national merchants, and deals through local events. Other revenue transactions, which include advertising, payment processing, point of sale and commission revenue, were previously aggregated with our Travel category. During the three months ended March 31, 2014, the Company updated its presentation of category information to include gross billings, revenue and gross profit from those other revenue sources within the Local category, and prior period category information has been retrospectively adjusted to conform to the current period presentation.

(3) Includes third party revenue, direct revenue and other revenue. Third party revenue is related to sales for which the Company acts as a marketing agent for the merchant. This revenue is recorded on a net basis. Direct revenue is primarily related to the sale of products for which the Company is the merchant of record. These revenues are accounted for on a gross basis, with the cost of inventory included in cost of revenue. Other revenue primarily consists of advertising revenue, payment processing revenue, point of sale revenue and commission revenue.

(4) Represents third party revenue, direct revenue and other revenue reduced by cost of revenue. Cost of revenue is comprised of direct and certain indirect costs incurred to generate revenue. Third party cost of revenue includes estimated refunds for which the merchant's share is not recoverable. Direct cost of revenue includes the cost of inventory, shipping and fulfillment costs and inventory markdowns. Other costs incurred to generate revenue are allocated to cost of third party and other revenue and direct revenue for each of our categories (Local, Goods, and Travel) in proportion to gross billings during the period.

(5) Represents the change in financial measures that would have resulted had average exchange rates in the reporting periods been the same as those in effect in the prior year period.

(6) Reflects the total number of unique user accounts who have purchased a voucher or product from us during the trailing twelve months.

(7) Active customers in our Rest of World segment as of September 30, 2013, December 31, 2013, March 31, 2014, and June 30, 2014 have been reduced by 0.9 million, 1.2 million, 1.4 million, and 1.6 million, respectively, from the amounts previously reported to correct that operational information. Those adjustments increased TTM gross billings per average active customer in our Rest of World segment for the 12-month periods ended September 30, 2013, December 31, 2013, March 31, 2014, and June 30, 2014 by \$7, \$9, \$9, and \$13, respectively, from the amounts previously reported.

(8) The adjustments of active customers in our Rest of World segment as of September 30, 2013, December 31, 2013, March 31, 2014, and June 30, 2014, described in footnote (7) above, reduced consolidated active customers by the same amounts. Those adjustments increased consolidated TTM gross billings per average active customer for the 12-month periods ended September 30, 2013, December 31, 2013, March 31, 2014, and June 30, 2014 by \$2, \$3, \$3, and \$4, respectively, from the amounts previously reported.

(9) Reflects the total gross billings generated in the trailing twelve months per average active customer over that period.

(10) Includes merchant sales representatives, as well as sales support.

(11) The definition, methodology and appropriateness of each of our supplemental metrics is reviewed periodically. As a result, metrics are subject to removal and/or change.