

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

	Three Months Ended December 31,		Y/Y % Growth	FX Effect <sup>(2)</sup>	Y/Y % Growth excluding FX <sup>(2)</sup>	Year Ended December 31,		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	\$ 948,579	\$ 788,721	20.3 %	\$ (939)	20.4 %	\$ 3,303,479	\$ 2,847,244	16.0 %	\$ (2,971)	16.1 %
EMEA	560,541	565,713	(0.9)	(49,057)	7.8	2,046,807	1,983,599	3.2	(7,462)	3.6
Rest of World	574,848	238,673	140.9	(32,203)	154.3	2,230,674	926,487	140.8	(29,467)	143.9
Consolidated gross billings	\$ 2,083,968	\$ 1,593,107	30.8 %	\$ (82,199)	36.0 %	\$ 7,580,960	\$ 5,757,330	31.7 %	\$ (39,900)	32.4 %
<b>Revenue:</b>										
North America	\$ 550,974	\$ 443,784	24.2 %	\$ (257)	24.2 %	\$ 1,824,461	\$ 1,521,358	19.9 %	\$ (862)	20.0 %
EMEA	272,475	251,205	8.5	(24,066)	18.0	961,130	742,915	29.4	(4,374)	30.0
Rest of World	101,972	73,458	38.8	(8,209)	50.0	406,097	309,382	31.3	(20,838)	38.0
Consolidated revenue	\$ 925,421	\$ 768,447	20.4 %	\$ (32,532)	24.7 %	\$ 3,191,688	\$ 2,573,655	24.0 %	\$ (26,074)	25.0 %
Income (loss) from operations	\$ 18,394	\$ 13,352	37.8 %	\$ (828)	44.0 %	\$ (14,842)	\$ 75,754	(119.6) %	\$ 1,389	(121.4) %
Net income (loss) attributable to Groupon, Inc.	\$ 8,788	\$ (81,247)				\$ (73,090)	\$ (95,393)			
Net income (loss) per share										
Basic	\$ 0.01	\$ (0.12)				\$ (0.11)	\$ (0.14)			
Diluted	\$ 0.01	\$ (0.12)				\$ (0.11)	\$ (0.14)			
Weighted average number of shares outstanding										
Basic	671,885,967	668,046,073				674,832,393	663,910,194			
Diluted	681,543,847	668,046,073				674,832,393	663,910,194			

(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 months and year ended December 31, 2013.

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

	<b>Three Months Ended</b>		<b>Year Ended</b>	
	<b>December 31,</b>		<b>December 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<b>Operating activities</b>				
Net income (loss)	\$ 11,384	\$ (78,861)	\$ (63,919)	\$ (88,946)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization of property, equipment and software	26,323	18,637	97,799	67,823
Amortization of acquired intangible assets	11,054	5,495	47,122	21,626
Stock-based compensation	32,061	32,239	122,019	121,462
Deferred income taxes	(9,150)	(16,830)	(11,106)	(18,055)
Excess tax benefits on stock-based compensation	(3,407)	(8,338)	(15,980)	(20,454)
(Income) loss on equity method investments	-	(14)	459	44
Net gain from changes in fair value of contingent consideration	(1,385)	(895)	(2,444)	(3,171)
Impairments of investments	-	85,925	2,036	85,925
Change in assets and liabilities, net of acquisitions:				
Restricted cash	(951)	2,264	6,010	2,183
Accounts receivable	15,607	1,990	(13,660)	10,989
Prepaid expenses and other current assets	32,475	(76,052)	78	(62,906)
Accounts payable	(2,947)	(5,421)	(11,911)	(31,288)
Accrued merchant and supplier payables	176,325	160,758	115,106	88,468
Accrued expenses and other current liabilities	10,909	31,843	(16,182)	4,053
Other, net	(11,476)	25,535	33,397	40,679
<b>Net cash provided by operating activities</b>	<b>286,822</b>	<b>178,275</b>	<b>288,824</b>	<b>218,432</b>
<b>Net cash used in investing activities</b>	<b>(35,889)</b>	<b>(23,330)</b>	<b>(229,456)</b>	<b>(96,315)</b>
<b>Net cash used in financing activities</b>	<b>(21,088)</b>	<b>(55,444)</b>	<b>(194,156)</b>	<b>(81,697)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(13,100)</b>	<b>1,114</b>	<b>(33,771)</b>	<b>(9,237)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>216,745</b>	<b>100,615</b>	<b>(168,559)</b>	<b>31,183</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>855,168</b>	<b>1,139,857</b>	<b>1,240,472</b>	<b>1,209,289</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,071,913</b>	<b>\$ 1,240,472</b>	<b>\$ 1,071,913</b>	<b>\$ 1,240,472</b>

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

	Three Months Ended December 31,		Year Ended December 31,	
	2014	2013	2014	2013
<b>Revenue:</b>				
Third party and other	\$ 395,366	\$ 401,688	\$ 1,627,539	\$ 1,654,654
Direct	530,055	366,759	1,564,149	919,001
Total revenue	925,421	768,447	3,191,688	2,573,655
<b>Cost of revenue:</b>				
Third party and other	59,659	52,538	241,885	232,062
Direct	472,303	337,701	1,400,617	840,060
Total cost of revenue	531,962	390,239	1,642,502	1,072,122
Gross profit	393,459	378,208	1,549,186	1,501,533
<b>Operating expenses:</b>				
Marketing	65,909	56,505	269,043	214,824
Selling, general and administrative	309,965	306,086	1,293,716	1,210,966
Acquisition-related (benefit) expense, net	(809)	2,265	1,269	(11)
Total operating expenses	375,065	364,856	1,564,028	1,425,779
<b>Income (loss) from operations</b>	18,394	13,352	(14,842)	75,754
Other expense, net <sup>(1)</sup>	(11,467)	(84,833)	(33,353)	(94,663)
<b>Income (loss) before provision for income taxes</b>	6,927	(71,481)	(48,195)	(18,909)
(Benefit) provision for income taxes	(4,457)	7,380	15,724	70,037
<b>Net income (loss)</b>	11,384	(78,861)	(63,919)	(88,946)
Net income attributable to noncontrolling interests	(2,596)	(2,386)	(9,171)	(6,447)
<b>Net income (loss) attributable to Groupon, Inc.</b>	\$ 8,788	\$ (81,247)	\$ (73,090)	\$ (95,393)
<b>Net income (loss) per share</b>				
Basic	\$ 0.01	\$ (0.12)	\$ (0.11)	\$ (0.14)
Diluted	\$ 0.01	\$ (0.12)	\$ (0.11)	\$ (0.14)
<b>Weighted average number of shares outstanding</b>				
Basic	671,885,967	668,046,073	674,832,393	663,910,194
Diluted	681,543,847	668,046,073	674,832,393	663,910,194

(1) Other expense, net includes foreign currency (losses) gains of \$(11.4) million and \$0.9 million for the three months ended December 31, 2014 and 2013, respectively, and \$(31.5) million and \$(10.3) million for the year ended December 31, 2014 and 2013, respectively. For the three months and year ended December 31, 2013, Other expense, net includes an \$85.5 million impairment of the Company's minority investment in Life Media Limited ("F-tuan"), an entity with operations in China.

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

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
	<u>(unaudited)</u>	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,071,913	\$ 1,240,472
Accounts receivable, net	105,154	83,673
Deferred income taxes	16,271	27,938
Prepaid expenses and other current assets	207,991	210,415
<b>Total current assets</b>	<b>1,401,329</b>	<b>1,562,498</b>
Property, equipment and software, net	182,475	134,423
Goodwill	447,810	220,827
Intangible assets, net	110,557	28,443
Investments	24,298	20,652
Deferred income taxes, non-current	41,835	35,941
Other non-current assets	19,293	39,226
<b>Total Assets</b>	<b>\$ 2,227,597</b>	<b>\$ 2,042,010</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$ 21,855	\$ 27,573
Accrued merchant and supplier payables	910,567	752,943
Accrued expenses	230,352	226,986
Deferred income taxes	32,510	47,558
Other current liabilities	130,312	132,718
<b>Total current liabilities</b>	<b>1,325,596</b>	<b>1,187,778</b>
Deferred income taxes, non-current	773	10,853
Other non-current liabilities	136,284	131,697
<b>Total Liabilities</b>	<b>1,462,653</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, 699,008,084 shares issued and 671,768,980 shares outstanding at December 31, 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 December 31, 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 December 31, 2014 and December 31, 2013	-	-
Additional paid-in capital	1,847,420	1,584,211
Treasury stock, at cost, 27,239,104 shares at December 31, 2014 and 4,432,800 shares at December 31, 2013	(198,467)	(46,587)
Accumulated deficit	(921,960)	(848,870)
Accumulated other comprehensive income	35,763	24,830
<b>Total Groupon, Inc. Stockholders' Equity</b>	<b>762,826</b>	<b>713,651</b>
Noncontrolling interests	2,118	(1,969)
<b>Total Equity</b>	<b>764,944</b>	<b>711,682</b>
<b>Total Liabilities and Equity</b>	<b>\$ 2,227,597</b>	<b>\$ 2,042,010</b>

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

	Three Months Ended December 31,		Year Ended December 31,	
	2014	2013	2014	2013
<b>North America</b>				
Gross billings <sup>(1)</sup>	\$ 948,579	\$ 788,721	\$ 3,303,479	\$ 2,847,244
Revenue	550,974	443,784	1,824,461	1,521,358
Segment cost of revenue and operating expenses <sup>(2)</sup>	520,140	418,214	1,755,113	1,380,746
Segment operating income <sup>(2)</sup>	\$ 30,834	\$ 25,570	\$ 69,348	\$ 140,612
Segment operating income as a percent of segment gross billings	3.3 %	3.2 %	2.1 %	4.9 %
Segment operating income as a percent of segment revenue	5.6 %	5.8 %	3.8 %	9.2 %
<b>EMEA</b>				
Gross billings <sup>(1)</sup>	\$ 560,541	\$ 565,713	\$ 2,046,807	\$ 1,983,599
Revenue	272,475	251,205	961,130	742,915
Segment cost of revenue and operating expenses <sup>(2)</sup>	237,468	214,187	857,062	631,409
Segment operating income <sup>(2)</sup>	\$ 35,007	\$ 37,018	\$ 104,068	\$ 111,506
Segment operating income as a percent of segment gross billings	6.2 %	6.5 %	5.1 %	5.6 %
Segment operating income as a percent of segment revenue	12.8 %	14.7 %	10.8 %	15.0 %
<b>Rest of World</b>				
Gross billings <sup>(1)</sup>	\$ 574,848	\$ 238,673	\$ 2,230,674	\$ 926,487
Revenue	101,972	73,458	406,097	309,382
Segment cost of revenue and operating expenses <sup>(2)</sup>	118,167	88,190	471,067	364,295
Segment operating loss <sup>(2)</sup>	\$ (16,195)	\$ (14,732)	\$ (64,970)	\$ (54,913)
Segment operating loss as a percent of segment gross billings	(2.8) %	(6.2) %	(2.9) %	(5.9) %
Segment operating loss as a percent of segment revenue	(15.9) %	(20.1) %	(16.0) %	(17.7) %

(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 non-GAAP earnings per share are non-GAAP financial measures. The Company reconciles Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net (loss) income," for the periods presented and the Company reconciles non-GAAP earnings per share to the most comparable U.S. GAAP financial measure, "Diluted net income (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) income."

	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
<b>Net (loss) income</b>	\$ (78,861)	\$ (35,363)	\$ (20,922)	\$ (19,018)	\$ 11,384
Adjustments:					
Stock-based compensation	32,239	23,729	31,655	34,574	32,061
Acquisition-related expense (benefit), net	2,265	1,785	597	(304)	(809)
Depreciation and amortization	24,132	34,740	34,658	38,146	37,377
Other expense, net	84,833	840	1,023	20,023	11,467
Provision (benefit) for income taxes	2,380	14,570	12,045	(6,434)	(4,457)
Total adjustments	150,849	75,664	79,978	86,005	75,639
<b>Adjusted EBITDA</b>	\$ 71,988	\$ 40,301	\$ 59,056	\$ 66,987	\$ 87,023

The following is a reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP financial measure, "Net loss" for the years ended December 31, 2014 and 2013:

	2014	2013
<b>Net loss</b>	\$ (63,919)	\$ (88,946)
Adjustments:		
Stock-based compensation	122,019	121,462
Acquisition-related expense (benefit), net	1,269	(11)
Depreciation and amortization	144,921	89,449
Other expense, net	33,353	94,663
Provision for income taxes	15,724	70,037
Total adjustments	317,286	375,600
<b>Adjusted EBITDA</b>	\$ 253,367	\$ 286,654

The following is a reconciliation of diluted net income (loss) per share to diluted non-GAAP earnings per share for the three months and year ended December 31, 2014:

	Three Months Ended December 31, 2014	Year Ended December 31, 2014
<b>Net income (loss) attributable to common stockholders</b>	\$ 8,788	\$ (73,090)
Stock-based compensation	32,061	122,019
Amortization of acquired intangible assets	11,054	47,122
Acquisition-related (benefit) expense, net	(809)	1,269
Income tax effect of adjustments	(13,503)	(44,593)
<b>Net earnings attributable to common stockholders excluding stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net</b>	\$ 37,591	\$ 52,727
Diluted shares	681,543,847	674,832,393
Incremental diluted shares		10,152,694
<b>Adjusted diluted shares</b>	<b>681,543,847</b>	<b>684,985,087</b>
Diluted net income (loss) per share	\$ 0.01	\$ (0.11)
Impact of stock-based compensation, amortization of acquired intangible assets and acquisition-related (benefit) expense, net <sup>(1)</sup>	0.05	0.19
<b>Non-GAAP earnings per share <sup>(1)</sup></b>	<b>\$ 0.06</b>	<b>\$ 0.08</b>

(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 "Income (loss) 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 Company reconciles foreign exchange rate neutral Gross billings growth excluding our Korean operations to year-over-year growth rates for the most comparable U.S. GAAP financial measure "Gross billings growth" for our Rest of World segment.

The effect on the Company's gross billings, revenue and income (loss) from operations from changes in exchange rates versus the U.S. Dollar for the three months ended December 31, 2014 was as follows:

	Three Months Ended December 31, 2014			Three Months Ended December 31, 2014		
	At Avg. Q4 2013 Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported	At Avg. Q3 2014 Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported
Gross billings	\$ 2,166,167	\$ (82,199)	\$ 2,083,968	\$ 2,157,789	\$ (73,821)	\$ 2,083,968
Revenue	957,953	(32,532)	925,421	949,475	(24,054)	925,421
Income (loss) from operations	\$ 19,222	\$ (828)	\$ 18,394	\$ 18,696	\$ (302)	\$ 18,394

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 year ended December 31, 2014 was as follows:

	Year Ended December 31, 2014			Year Ended December 31, 2014		
	At Avg. 2013 YTD Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported	At Avg. Q4 13 - Q3 14 Rates <sup>(1)</sup>	Exchange Rate Effect <sup>(2)</sup>	As Reported
Gross billings	\$ 7,620,860	\$ (79,900)	\$ 7,540,960	\$ 7,662,774	\$ (81,814)	\$ 7,580,960
Revenue	3,217,762	(26,074)	3,191,688	3,224,026	(32,338)	3,191,688
(Loss) income from operations	\$ (16,231)	\$ 1,389	\$ (14,842)	\$ (14,358)	\$ (484)	\$ (14,842)

(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 months and year ended December 31, 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 twelve months ended September 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:

	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
EMEA Gross billings growth, excluding FX	3 %	1 %	(4) %	10 %	8 %
FX Effect	3	3	4	-	(9)
<b>EMEA Gross billings growth</b>	<b>6 %</b>	<b>4 %</b>	<b>- %</b>	<b>10 %</b>	<b>(1) %</b>
Rest of World Gross billings growth, excluding FX	(2) %	133 %	141 %	147 %	154 %
FX Effect	(9)	(10)	4	8	(13)
<b>Rest of World Gross billings growth</b>	<b>(11) %</b>	<b>123 %</b>	<b>145 %</b>	<b>155 %</b>	<b>141 %</b>
Consolidated Gross billings growth, excluding FX	5 %	30 %	27 %	37 %	36 %
FX Effect	-	(1)	2	2	(5)
<b>Consolidated Gross billings growth</b>	<b>5 %</b>	<b>29 %</b>	<b>29 %</b>	<b>39 %</b>	<b>31 %</b>

The following is a reconciliation of Rest of World foreign exchange rate neutral Gross billings growth, excluding the impact of Ticket Monster and Groupon's legacy Korean operations, from the comparable quarterly period of the prior year to reported Rest of World Gross billings growth from the comparable quarterly period of the prior year:

	Q4 2014
Rest of World Gross billings growth, excluding Korean operations and FX	6 %
Korean operations impact on Gross billings growth	148
Rest of World Gross billings growth, excluding FX	(13)
FX Effect	(1)
<b>Rest of World Gross billings growth</b>	<b>141 %</b>

The following is a reconciliation of Ticket Monster foreign exchange rate neutral Gross billings growth from the comparable period of the prior year to Gross billings growth from the comparable period of the prior year:

	Three Months Ended December 31, 2014 <sup>(1)</sup>	Year Ended December 31, 2014 <sup>(1)</sup>
Ticket Monster Gross billings growth, excluding FX	38 %	47 %
FX Effect	(4)	5
<b>Ticket Monster Gross billings growth</b>	<b>34 %</b>	<b>52 %</b>

(1) The 2013 results of Ticket Monster used to measure Gross billings growth reflect the quarterly and full year periods prior to Groupon's acquisition of that business on January 2, 2014.

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:

	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
EMEA Revenue growth, excluding FX	38 %	22 %	36 %	55 %	18 %
FX Effect	5	4	6	1	(10)
<b>EMEA Revenue growth</b>	<b>43 %</b>	<b>26 %</b>	<b>42 %</b>	<b>56 %</b>	<b>8 %</b>
Rest of World Revenue growth, excluding FX	(6) %	35 %	44 %	26 %	50 %
FX Effect	(9)	(12)	(1)	-	(11)
<b>Rest of World Revenue growth</b>	<b>(15) %</b>	<b>23 %</b>	<b>40 %</b>	<b>26 %</b>	<b>39 %</b>
Consolidated Revenue growth, excluding FX	20 %	26 %	22 %	27 %	25 %
FX Effect	-	-	2	-	(5)
<b>Consolidated Revenue growth</b>	<b>20 %</b>	<b>26 %</b>	<b>24 %</b>	<b>27 %</b>	<b>20 %</b>

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

Segments	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
<b>North America Segment:</b>					
Gross Billings <sup>(1)</sup> :					
Local <sup>(2)</sup> Gross Billings	\$ 439,131	\$ 456,952	\$ 461,366	\$ 446,573	\$ 499,250
Goods Gross Billings	286,039	242,896	247,618	242,893	369,033
Travel <sup>(2)</sup> Gross Billings	63,551	81,921	89,861	84,820	80,296
Total Gross Billings	\$ 788,721	\$ 781,769	\$ 798,845	\$ 774,286	\$ 948,579
Year-over-year growth	10 %	15 %	12 %	16 %	20 %
% Third Party and Other	67 %	70 %	70 %	69 %	62 %
% Direct	33 %	30 %	30 %	31 %	38 %
Gross Billings Trailing Twelve Months (TTM)	\$ 2,847,244	\$ 2,947,694	\$ 3,034,334	\$ 3,143,621	\$ 3,303,479
Revenue <sup>(3)</sup> :					
Local Revenue	\$ 161,601	\$ 177,247	\$ 164,500	\$ 161,912	\$ 170,946
Goods Revenue	268,281	237,435	241,626	238,955	362,863
Travel Revenue	13,902	16,380	17,805	17,627	17,165
Total Revenue	\$ 443,784	\$ 431,062	\$ 423,931	\$ 418,494	\$ 550,974
Year-over-year growth	18 %	27 %	12 %	16 %	24 %
% Third Party and Other	41 %	45 %	43 %	43 %	35 %
% Direct	59 %	55 %	57 %	57 %	65 %
Revenue TTM	\$ 1,521,358	\$ 1,612,866	\$ 1,659,615	\$ 1,717,271	\$ 1,824,461
Gross Profit <sup>(4)</sup> :					
Local Gross Profit	\$ 140,944	\$ 152,622	\$ 142,674	\$ 138,189	\$ 147,582
% of North America Local Gross Billings	32.1 %	33.4 %	30.9 %	30.9 %	29.6 %
Goods Gross Profit	21,030	12,604	22,961	23,953	34,404
% of North America Goods Gross Billings	7.4 %	5.2 %	9.3 %	9.9 %	9.3 %
Travel Gross Profit	12,352	14,442	14,365	14,000	14,187
% of North America Travel Gross Billings	19.4 %	17.6 %	16.0 %	16.5 %	17.7 %
Total Gross Profit	\$ 174,326	\$ 179,668	\$ 180,000	\$ 176,142	\$ 196,173
Year-over-year growth	15 %	4 %	(7) %	3 %	13 %
% Third Party and Other	91 %	94 %	88 %	87 %	83 %
% Direct	9 %	6 %	12 %	13 %	17 %
% of North America Total Gross Billings	22.1 %	23.0 %	22.5 %	22.7 %	20.7 %
<b>EMEA Segment:</b>					
Gross Billings:					
Local Gross Billings	\$ 277,472	\$ 262,141	\$ 227,266	\$ 218,615	\$ 242,119
Goods Gross Billings	219,880	183,013	190,957	191,006	245,712
Travel Gross Billings	68,361	68,434	65,032	79,802	72,710
Total Gross Billings	\$ 565,713	\$ 513,588	\$ 483,255	\$ 489,423	\$ 560,541
Year-over-year growth	6 %	4 %	-	10 %	(1) %
Year-over-year growth, excluding FX <sup>(5)</sup>	3 %	1 %	(4) %	10 %	8 %
% Third Party and Other	83 %	83 %	80 %	78 %	74 %
% Direct	17 %	17 %	20 %	22 %	26 %
Gross Billings TTM	\$ 1,983,599	\$ 2,004,869	\$ 2,005,874	\$ 2,051,979	\$ 2,046,807
Revenue:					
Local Revenue	\$ 116,061	\$ 109,120	\$ 96,485	\$ 90,002	\$ 95,572
Goods Revenue	119,274	106,889	115,413	123,110	160,582
Travel Revenue	15,870	14,884	15,792	16,960	16,321
Total Revenue	\$ 251,205	\$ 230,893	\$ 227,690	\$ 230,072	\$ 272,475
Year-over-year growth	43 %	26 %	42 %	56 %	8 %
Year-over-year growth, excluding FX	38 %	22 %	36 %	55 %	18 %
% Third Party and Other	61 %	61 %	57 %	53 %	46 %
% Direct	39 %	39 %	43 %	47 %	54 %
Revenue TTM	\$ 742,915	\$ 790,010	\$ 857,738	\$ 939,860	\$ 961,130
Gross Profit:					
Local Gross Profit	\$ 105,210	\$ 100,066	\$ 90,373	\$ 83,956	\$ 90,150
% of EMEA Local Gross Billings	37.9 %	38.2 %	39.8 %	38.4 %	37.2 %
Goods Gross Profit	33,526	27,302	35,432	32,252	38,154
% of EMEA Goods Gross Billings	15.2 %	14.9 %	18.6 %	16.9 %	15.5 %
Travel Gross Profit	14,457	13,669	14,894	15,440	15,226
% of EMEA Travel Gross Billings	21.1 %	20.0 %	22.9 %	19.3 %	20.9 %
Total Gross Profit	\$ 153,193	\$ 141,037	\$ 140,699	\$ 131,648	\$ 143,530
Year-over-year growth	7 %	(8) %	1 %	6 %	(6) %
% Third Party and Other	91 %	92 %	85 %	85 %	82 %
% Direct	9 %	8 %	15 %	15 %	18 %
% of EMEA Total Gross Billings	27.1 %	27.5 %	29.1 %	26.9 %	25.6 %
<b>Rest of World Segment:</b>					
Gross Billings:					
Local Gross Billings	\$ 116,824	\$ 167,833	\$ 170,237	\$ 190,254	\$ 161,236
Goods Gross Billings	89,451	283,091	281,300	289,210	336,355
Travel Gross Billings	32,398	70,930	85,409	117,562	77,257
Total Gross Billings	\$ 238,673	\$ 521,854	\$ 536,946	\$ 597,026	\$ 574,848
Year-over-year growth	(11) %	123 %	145 %	155 %	141 %
Year-over-year growth, excluding FX	(2) %	133 %	141 %	147 %	154 %
% Third Party and Other	97 %	99 %	99 %	98 %	96 %
% Direct	3 %	1 %	1 %	2 %	4 %
Gross Billings TTM	\$ 926,487	\$ 1,214,209	\$ 1,531,804	\$ 1,894,499	\$ 2,230,674
Revenue:					
Local Revenue	\$ 40,847	\$ 43,814	\$ 42,711	\$ 45,085	\$ 35,942
Goods Revenue	26,158	41,855	45,537	48,889	57,595
Travel Revenue	6,453	10,013	11,707	14,514	8,435
Total Revenue	\$ 73,458	\$ 95,682	\$ 99,955	\$ 108,488	\$ 101,972
Year-over-year growth	(15) %	23 %	40 %	26 %	39 %
Year-over-year growth, excluding FX	(6) %	35 %	44 %	26 %	50 %
% Third Party and Other	90 %	94 %	93 %	90 %	77 %
% Direct	10 %	6 %	7 %	10 %	23 %
Revenue TTM	\$ 309,382	\$ 327,014	\$ 355,366	\$ 377,583	\$ 406,097
Gross Profit:					
Local Gross Profit	\$ 33,596	\$ 34,748	\$ 35,618	\$ 38,592	\$ 29,569
% of Rest of World Local Gross Billings	28.8 %	20.7 %	20.9 %	20.3 %	18.3 %
Goods Gross Profit	11,781	22,135	24,623	22,877	18,867
% of Rest of World Goods Gross Billings	13.2 %	7.8 %	8.8 %	7.9 %	5.6 %
Travel Gross Profit	5,312	8,133	8,922	10,885	5,320
% of Rest of World Travel Gross Billings	16.4 %	11.5 %	10.4 %	9.3 %	6.9 %
Total Gross Profit	\$ 50,689	\$ 65,016	\$ 69,163	\$ 72,354	\$ 53,756
Year-over-year growth	(16) %	23 %	37 %	12 %	6 %
% Third Party and Other	101 %	102 %	100 %	102 %	101 %
% Direct	(1) %	(2) %	-	(2) %	(1) %
% of Rest of World Total Gross Billings	21.2 %	12.5 %	12.9 %	12.1 %	9.4 %

	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
<b>Consolidated Results of Operations:</b>					
<b>Gross Billings:</b>					
Local Gross Billings	\$ 833,427	\$ 886,926	\$ 858,869	\$ 855,442	\$ 902,605
Goods Gross Billings	595,370	709,000	719,875	723,109	951,100
Travel Gross Billings	164,310	221,285	240,302	282,184	230,263
Total Gross Billings	\$ 1,593,107	\$ 1,817,211	\$ 1,819,046	\$ 1,860,735	\$ 2,083,968
Year-over-year growth	5 %	29 %	29 %	39 %	31 %
Year-over-year growth, excluding FX	5 %	30 %	27 %	37 %	26 %
% Third Party and Other	77 %	82 %	81 %	81 %	75 %
% Direct	23 %	18 %	19 %	19 %	25 %
Gross Billings TTM	\$ 5,575,330	\$ 6,166,772	\$ 6,572,012	\$ 7,090,099	\$ 7,580,960
Year-over-year growth	7 %	14 %	18 %	25 %	32 %
<b>Revenue:</b>					
Local Revenue	\$ 318,509	\$ 330,181	\$ 303,696	\$ 296,099	\$ 302,460
Goods Revenue	413,713	386,179	402,576	410,954	581,040
Travel Revenue	36,225	41,277	45,304	49,101	41,921
Total Revenue	\$ 768,447	\$ 757,637	\$ 751,576	\$ 757,054	\$ 925,421
Year-over-year growth	20 %	26 %	23 %	27 %	20 %
Year-over-year growth, excluding FX	20 %	26 %	22 %	27 %	25 %
% Third Party and Other	52 %	56 %	54 %	53 %	43 %
% Direct	48 %	44 %	46 %	47 %	57 %
Revenue TTM	\$ 2,573,655	\$ 2,729,890	\$ 2,872,719	\$ 3,034,714	\$ 3,191,688
Year-over-year growth	10 %	15 %	19 %	24 %	24 %
<b>Gross Profit:</b>					
Local Gross Profit	\$ 279,750	\$ 287,436	\$ 268,665	\$ 260,737	\$ 267,301
% of Consolidated Local Gross Billings	33.6 %	32.4 %	31.3 %	30.5 %	29.6 %
Goods Gross Profit	66,337	62,041	83,016	79,082	91,425
% of Consolidated Goods Gross Billings	11.1 %	8.8 %	11.5 %	10.9 %	9.6 %
Travel Gross Profit	32,121	36,244	38,181	40,325	34,733
% of Consolidated Travel Gross Billings	19.5 %	16.4 %	15.9 %	14.3 %	15.1 %
Total Gross Profit	\$ 378,208	\$ 385,721	\$ 389,862	\$ 380,144	\$ 393,459
Year-over-year growth	6 %	2 %	1 %	6 %	4 %
% Third Party and Other	92 %	94 %	89 %	89 %	85 %
% Direct	8 %	6 %	11 %	11 %	15 %
% of Total Consolidated Gross Billings	23.7 %	21.2 %	21.4 %	20.4 %	18.9 %
Adjusted EBITDA	\$ 71,988	\$ 40,301	\$ 59,056	\$ 66,987	\$ 87,023
% of Total Consolidated Gross Billings	4.5 %	2.2 %	3.2 %	3.6 %	4.2 %
% of Total Consolidated Revenue	9.4 %	5.3 %	7.9 %	8.8 %	9.4 %
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 provided by (used in) operating activities	\$ 178,275	\$ (20,717)	\$ (22,747)	\$ 45,466	\$ 286,822
Purchases of property and equipment and capitalized software	(19,931)	(16,355)	(31,053)	(20,053)	(20,831)
Free cash flow	\$ 158,344	\$ (37,072)	\$ (53,800)	\$ 25,413	\$ 265,991
Net cash provided by operating activities (TTM)	\$ 218,432	\$ 188,955	\$ 122,906	\$ 180,277	\$ 288,824
Purchases of property and equipment and capitalized software (TTM)	(63,505)	(65,392)	(82,403)	(87,392)	(88,292)
Free cash flow (TTM)	\$ 154,927	\$ 123,563	\$ 40,503	\$ 92,885	\$ 200,532
Net cash used in investing activities	\$ (23,330)	\$ (138,608)	\$ (34,498)	\$ (20,461)	\$ (35,889)
Net cash used in financing activities	\$ (55,444)	\$ (41,492)	\$ (114,753)	\$ (16,823)	\$ (21,088)
Net cash used in investing activities (TTM)	\$ (96,315)	\$ (204,244)	\$ (222,880)	\$ (216,897)	\$ (229,456)
Net cash used in financing activities (TTM)	\$ (81,697)	\$ (113,847)	\$ (220,659)	\$ (228,512)	\$ (194,156)
<b>Other Metrics:</b>					
<b>Active Customers <sup>(6)</sup></b>					
North America	20.8	21.8	22.6	23.5	24.1
EMEA	14.2	14.5	14.5	14.9	15.2
Rest of World <sup>(7)</sup>	8.7	14.1	14.5	14.3	14.6
Total Active Customers <sup>(8)</sup>	43.7	50.4	51.6	52.7	53.9
<b>TTM Gross Billings / Average Active Customer <sup>(9)</sup></b>					
North America	\$ 150	\$ 147	\$ 145	\$ 145	\$ 147
EMEA	\$ 139	\$ 141	\$ 141	\$ 142	\$ 139
Rest of World <sup>(7)</sup>	\$ 104	\$ 106	\$ 132	\$ 165	\$ 191
Consolidated <sup>(8)</sup>	\$ 137	\$ 135	\$ 141	\$ 149	\$ 155

Global headcount as of December 31, 2014 was as follows:

	Q4 2014
Sales <sup>(10)</sup>	4,984
% North America	27 %
% EMEA	38 %
% Rest of World	35 %
Other	6,859
Total Headcount	11,843

(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 December 31, 2013, March 31, 2014 and June 30, 2014 have been reduced by 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 December 31, 2013, March 31, 2014 and June 30, 2014 by \$9, \$9 and \$13, respectively, from the amounts previously reported.

(8) The adjustments of active customers in our Rest of World segment as of 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 December 31, 2013, March 31, 2014 and June 30, 2014 by \$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.