

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

Groupon, Inc.
Form 8-K
June 18, 2018

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 14, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Groupon, Inc. (“Groupon”) held its annual meeting of the stockholders on June 14, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders:

Election of Directors

Groupon's nine director nominees were elected to the Board of Directors (the “Board”) and will serve as directors until Groupon's next annual meeting of stockholders or until their respective successors are elected and qualified. The directors were elected with the following vote:

| Director Nominee | For | Withheld | Broker Non-Votes |
|-------------------|-------------|------------|------------------|
| Michael Angelakis | 359,287,736 | 16,570,564 | 138,327,535 |
| Peter Barris | 372,658,970 | 3,199,330 | 138,327,535 |
| Robert Bass | 373,581,250 | 2,277,050 | 138,327,535 |
| Eric Lefkofsky | 371,100,667 | 4,757,633 | 138,327,535 |
| Theodore Leonsis | 373,480,382 | 2,377,918 | 138,327,535 |
| Joseph Levin | 352,821,790 | 23,036,510 | 138,327,535 |
| Deborah Wahl | 375,165,057 | 693,243 | 138,327,535 |
| Rich Williams | 375,090,729 | 767,571 | 138,327,535 |
| Ann Ziegler | 374,782,682 | 1,075,618 | 138,327,535 |

Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2018

The appointment of Deloitte & Touche LLP as Groupon’s independent registered public accounting firm for the 2018 fiscal year was ratified with the following vote:

| For | Against | Abstentions |
|-------------|-----------|-------------|
| 511,749,648 | 2,034,309 | 401,878 |

Advisory Approval of Groupon's 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, was approved with the following vote:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 294,621,559 | 79,792,906 | 1,443,835 | 138,327,535 |

Advisory Approval of the Frequency of Future Advisory Votes to Approve Groupon's Named Executive Officer Compensation

A proposal requesting a non-binding vote of the stockholders to determine whether the advisory stockholder vote on executive compensation shall occur every one, two or three years, resulted in stockholders approving a one-year frequency with the vote set forth in the table below. The Board, which recommended a one-year frequency, determined that Groupon will continue to hold its advisory stockholder vote on executive compensation every year.

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|-------------|------------------|
| 373,209,134 | 240,205 | 842,304 | 1,566,657 | 138,327,535 |

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 18, 2018 By: /s/ Michael Randolfi
Name: Michael Randolfi
Title: Chief Financial Officer