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

	Septe	ember 30, 2019	Dece	ember 31, 2018
	(ι	unaudited)		
Assets				
Current assets:				
Cash and cash equivalents	\$	567,285	\$	841,021
Accounts receivable, net		56,094		69,493
Prepaid expenses and other current assets		81,667		88,115
Total current assets		705,046		998,629
Property, equipment and software, net		133,071		143,117
Right-of-use assets - operating leases, net (1)		112,133		_
Goodwill		319,557		325,491
Intangible assets, net		36,497		45,401
Investments		38,124		108,515
Other non-current assets		26,274		20,989
Total Assets	\$	1,370,702	\$	1,642,142
Liabilities and Equity				
Current liabilities:				
Accounts payable	\$	21,485	\$	38,359
Accrued merchant and supplier payables		428,177		651,781
Accrued expenses and other current liabilities		239,104		267,034
Total current liabilities		688,766		957,174
Convertible senior notes, net		211,441		201,669
Operating lease obligations (2)		118,408		_
Other non-current liabilities		50,961		100,688
Total Liabilities		1,069,576		1,259,531
Commitments and contingencies				
Stockholders' Equity				
Common stock, par value \$0.0001 per share, 2,010,000,000 shares authorized; 769,175,284 shares issued and 563,292,929 shares outstanding at September 30, 2019; 760,939,440 shares issued and 569,084,312 shares outstanding at December 31, 2018		76		76
Additional paid-in capital		2,294,000		2,234,560
Treasury stock, at cost, 205,882,355 and 191,855,128 shares at September 30, 2019 and December 31, 2018		(922,666)		(877,491)
Accumulated deficit		(1,109,917)		(1,010,499)
Accumulated other comprehensive income (loss)		38,877		34,602
Total Groupon, Inc. Stockholders' Equity		300,370		381,248
Noncontrolling interests		756		1,363
Total Liabilities and Equity	<u> </u>	301,126	•	382,611
Total Liabilities and Equity	\$	1,370,702	\$	1,642,142

⁽¹⁾ Represents operating lease assets recognized as a result of the adoption of Topic 842 on January 1, 2019 net of accumulated amortization. Refer to Item 1, Note 6, *Leases*, in our Quarterly Report on Form 10-Q for the period ended September 30, 2019 for additional information.

⁽²⁾ Represents the non-current portion of operating lease liabilities as a result of the adoption of Topic 842 on January 1, 2019. Refer to Item 1, Note 6, *Leases*, in our Quarterly Report on Form 10-Q for the period ended September 30, 2019 for additional information.

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

	Th	ree Months End	led :	September 30,	Ni	ne Months End	ed S	eptember 30,
		2019		2018		2019		2018
Revenue:								
Service	\$	268,080	\$	289,214	\$	831,510	\$	886,663
Product		227,532		303,669		775,089		950,156
Total revenue		495,612		592,883		1,606,599		1,836,819
Cost of revenue:								
Service		28,947		29,792		86,169		91,167
Product		188,725		257,102		644,342		791,120
Total cost of revenue		217,672		286,894		730,511		882,287
Gross profit		277,940		305,989		876,088		954,532
Operating expenses:								
Marketing		74,976		92,717		257,296		286,051
Selling, general and administrative		198,327		160,249		619,099		676,318
Total operating expenses		273,303		252,966		876,395		962,369
Income (loss) from operations		4,637		53,023		(307)		(7,837)
Other income (expense), net		(17,253)		(4,860)		(92,602)		(39,832)
Income (loss) from continuing operations before provision (benefit) for income taxes		(12,616)		48,163		(92,909)		(47,669)
Provision (benefit) for income taxes		2,069		988		591		205
Income (loss) from continuing operations		(14,685)		47,175		(93,500)		(47,874)
Income (loss) from discontinued operations, net of tax		_		_		2,162		_
Net income (loss)		(14,685)		47,175		(91,338)		(47,874)
Net income attributable to noncontrolling interests		(2,000)		(2,560)		(8,080)		(9,433)
Net income (loss) attributable to Groupon, Inc.	\$	(16,685)	\$	44,615	\$	(99,418)	\$	(57,307)
Basic and diluted net income (loss) per share:								
Continuing operations	\$	(0.03)	\$	0.08	\$	(0.18)	\$	(0.10)
Discontinued operations		<u> </u>				0.01		_
Basic and diluted net income (loss) per share	\$	(0.03)	\$	0.08	\$	(0.17)	\$	(0.10)
Weighted average number of shares outstanding								
Basic		566,971,238		568,634,988		568,339,335		565,227,625
Diluted		566,971,238		576,379,421		568,339,335		565,227,625

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

	Three Months End	ded September 30,	Nine Months End	led September 30,		
	2019	2018	2019	2018		
Operating activities						
Net income (loss)	\$ (14,685)	\$ 47,175	\$ (91,338)	\$ (47,874)		
Less: Income (loss) from discontinued operations, net of tax			2,162			
Income (loss) from continuing operations	(14,685)	47,175	(93,500)	(47,874		
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Depreciation and amortization of property, equipment and software	22,125	24,835	69,986	76,984		
Amortization of acquired intangible assets	3,748	3,850	11,419	10,316		
Stock-based compensation	19,543	15,026	62,517	50,670		
Impairments of investments	_	112	_	10,156		
Deferred income taxes	456	_	816	(6,575		
(Gain) loss from changes in fair value of investments	(14)	244	68,971	8,312		
Amortization of debt discount on convertible senior notes	3,341	3,016	9,772	8,822		
Change in assets and liabilities, net of acquisitions and dispositions:						
Accounts receivable	17,892	(7,079)	12,581	20,217		
Prepaid expenses and other current assets	6,612	(4,184)	2,591	(2,695		
Accounts payable	(6,002)	(6,694)	(16,892)	(16,034		
Accrued merchant and supplier payables	(29,608)	(41,766)	(216,127)	(214,748		
Accrued expenses and other current liabilities	(18,032)	(96,315)	(62,728)	(45,175		
Other, net	13,208	4,391	20,476	14,663		
Net cash provided by (used in) operating activities from continuing operations	18,584	(57,389)	(130,118)	(132,961		
Net cash provided by (used in) operating activities from discontinued operations		_		_		
Net cash provided by (used in) operating activities	18,584	(57,389)	(130,118)	(132,961		
nvesting activities						
Purchases of property and equipment and capitalized software	(17,693)	(16,094)	(51,854)	(53,611		
Proceeds from sale of intangible assets	_	1,500	_	1,500		
Proceeds from sales of investments	_	8,594	_	8,594		
Acquisition of business, net of acquired cash	_	_	_	(57,821		
Acquisitions of intangible assets and other investing activities	(1,848)	(16,389)	(3,037)	(17,147		
Net cash provided by (used in) investing activities from continuing operations	(19,541)	(22,389)	(54,891)	(118,485		
Net cash provided by (used in) investing activities from discontinued operations	_	_	_	_		
Net cash provided by (used in) investing activities	(19,541)	(22,389)	(54,891)	(118,485		
Financing activities						
ssuance costs for revolving credit agreement	(50)	_	(2,384)	_		
Payments for repurchases of common stock	(14,593)	_	(44,162)	_		
Taxes paid related to net share settlements of stock-based compensation awards	(3,744)	(2,500)	(13,975)	(18,638		
Proceeds from stock option exercises and employee stock purchase plan	2,085	3,206	4,123	5,710		
Distributions to noncontrolling interest holders	(2,053)	(2,376)	(8,687)	(9,316		
Payments of finance lease obligations	(4,240)	(8,050)	(16,868)	(25,289		
Payments of contingent consideration related to acquisitions	_	_	_	(1,815		
Net cash provided by (used in) financing activities	(22,595)	(9,720)	(81,953)	(49,348		
Effect of exchange rate changes on cash, cash equivalents and restricted cash, including cash classified within current assets of discontinued operations	(7,398)	(2,643)	(9,153)	(9,287		
Net increase (decrease) in cash, cash equivalents and restricted cash, including cash classified within current assets of discontinued operations	(30,950)	(92,141)	(276,115)	(310,081		
Less: Net increase (decrease) in cash classified within current assets of discontinued operations	_	_	_	_		
Net increase (decrease) in cash, cash equivalents and restricted cash	(30,950)	(92,141)	(276,115)	(310,081		
Net increase (decrease) in cash, cash equivalents and restricted cash Cash, cash equivalents and restricted cash, beginning of period (1)	(30,950) 599,563	(92,141) 667,541	(276,115) 844,728	(310,081 885,481		

(1) The following table provides a reconciliation of cash, cash equivalents and restricted cash shown above to amounts reported within the condensed consolidated balance sheet as of September 30, 2019 and amounts previously reported within the condensed consolidated balance sheet in our Quarterly Report on Form 10-Q as of September 30, 2018 (in thousands):

	September 30, 2019			December 31, 2018	September 30, 2018			December 31, 2017
Cash and cash equivalents	\$	567,285	\$	841,021	\$	572,358	\$	880,129
Restricted cash included in prepaid expenses and other current assets		1,101		3,320		2,649		4,932
Restricted cash included in other non-current assets		227		387		393		420
Cash, cash equivalents and restricted cash	\$	568,613	\$	844,728	\$	575,400	\$	885,481

Groupon, Inc. Supplemental Financial and Operating Metrics (dollars in thousands; active customers in millions) (unaudited)

	Q3 2018	Q	4 2018	C	21 2019	C	2 2019	G	Q3 2019					
North America Segment:										Q3 2019				
Gross Billings (1):										Y/Y Growth				
Local	\$ 534,246	\$	535,869	\$	502,309	\$	503,830	\$	511,173	(4.3)	%			
Travel	83,991		71,948		92,083		84,029		71,144	(15.3)				
Goods	184,357		319,922		174,638		147,354		133,076	(27.8)				
Total Gross Billings	\$ 802,594	\$	927,739	\$	769,030	\$	735,213	\$	715,393	(10.9)	%			
Revenue:														
Local	\$ 180,059	\$	199,523	\$	180,377	\$	177,082	\$	175,140	(2.7)	%			
Travel	17,217		14,667		18,941		16,125		13,680	(20.5)				
Goods	163,875		290,534		157,847		131,453		114,776	(30.0)				
Total Revenue	\$ 361,151	\$	504,724	\$	357,165	\$	324,660	\$	303,596	(15.9)	%			
Gross Profit:		_		_										
Local	\$ 159,379	\$	179,932	\$	161,082	\$	157,673	\$	155,032	(2.7)	%			
Travel	13,801		11,839		15,268		12,806		10,717	(22.3)				
Goods	30,868		55,814		33,452		28,105		26,326	(14.7)				
Total Gross Profit	\$ 204,048	\$	247,585	\$	209,802	\$	198,584	\$	192,075	(5.9)	%			
Operating income (loss)	\$ 51,004	\$	39,289	\$	5,336	\$	(372)	\$	15,691	(69.2)	%			
International Segment:												Q3 2019		
Gross Billings:										Y/Y Growth		FX Effect (2)	Y/Y Growth excluding FX (2)	1
Local	\$ 209,623	\$	235,093	\$	207,396	\$	203,450	\$	204,823	(2.3)	_	4.3	2.0	%
Travel	46,156		55,046		51,939		43,348		44,098	(4.5)		4.2	(0.3)	
Goods	157,856		211,180		147,643		138,934		129,064	(18.2)		3.8	(14.4)	
Total Gross Billings	\$ 413,635	\$	501,319	\$	406,978	\$	385,732	\$	377,985	(8.6)		4.1	(4.5)	%
Revenue:		Ė		Ė		Ė		Ė		, ,			, ,	
Local	\$ 75,946	\$	84,751	\$	73,190	\$	69,995	\$	65,440	(13.8)		3.8	(10.0)	%
Travel	9,387		10,654		8,737		8,077		8,003	(14.7)		3.6	(11.1)	
Goods	146,399		199,798		139,318		129,845		118,573	(19.0)		3.7	(15.3)	
Total Revenue	\$ 231,732	\$	295,203	\$	221,245	\$	207,917	\$	192,016	(17.1)		3.7	(13.4)	%
Gross Profit:				=				=		, ,			, ,	
Local	\$ 71,639	\$	80,213	\$	68,978	\$	65,780	\$	61,183	(14.6)		3.9	(10.7)	%
Travel	8,649		9,913		8,041		7,370		7,332	(15.2)		3.7	(11.5)	
Goods	21,653		28,358		19,195		20,398		17,350	(19.9)		3.8	(16.1)	
Total Gross Profit	\$ 101,941	\$	118,484	\$	96,214	\$	93,548	\$	85,865	(15.8)		3.9	(11.9)	%
Operating income (loss)	\$ 2,019	\$	22,587	\$	(3,141)		(6,767)	=	(11,054)	(647.5)	%		,	
Consolidated Results of Operations:														
Gross Billings:														
Local	\$ 743,869	\$	770,962	\$	709,705	\$	707,280	\$	715,996	(3.7)		1.2	(2.5)	%
Travel	130,147		126,994		144,022		127,377		115,242	(11.5)		1.5	(10.0)	
Goods	342,213		531,102		322,281		286,288		262,140	(23.4)		1.8	(21.6)	
Total Gross Billings	\$ 1,216,229	\$	1,429,058	\$	1,176,008	\$	1,120,945	\$	1,093,378	(10.1)		1.4	(8.7)	%
Revenue:														
Local	\$ 256,005	\$	284,274	\$	253,567	\$	247,077	\$	240,580	(6.0)		1.1	(4.9)	%
Travel	26,604		25,321		27,678		24,202		21,683	(18.5)		1.3	(17.2)	
Goods	310,274		490,332		297,165		261,298		233,349	(24.8)		1.8	(23.0)	
Total Revenue	\$ 592,883	\$	799,927	\$	578,410	\$	532,577	\$	495,612	(16.4)		1.5	(14.9)	%
Gross Profit:														
Local	\$ 231,018	\$	260,145	\$	230,060	\$	223,453	\$	216,215	(6.4)		1.2	(5.2)	%
Travel	22,450		21,752		23,309		20,176		18,049	(19.6)		1.4	(18.2)	
Goods	52,521		84,172		52,647		48,503		43,676	(16.8)		1.5	(15.3)	
Total Gross Profit	\$ 305,989	\$	366,069	\$	306,016	\$	292,132	\$	277,940	(9.2)		1.3	(7.9)	%
Operating income (loss)	\$ 53,023	\$	61,876	\$	2,195	\$	(7,139)	\$	4,637	(91.3)	%			
Net cash provided by (used in) operating activities from continuing operations	\$ (57,389)	\$	323,816	\$	(147,483)	9	(1,219)	\$	18,584	132.4	%			
Free Cash Flow	¢ (37,309)	φ	307 732	φ	(164,060)	φ	(17,219)	φ	901	104.4	0/_			

\$ (73,483) \$ 307,732 \$ (164,960) \$ (17,903) \$

101.2

Free Cash Flow

	Q	Q3 2018		Q4 2018		1 2019	Q2 2019		Q:	3 2019
Active Customers (3)										
North America		31.4		30.6		29.6		28.6		27.7
International		17.4		17.6		17.5		17.6		17.5
Total Active Customers		48.8		48.2		47.2		46.2		45.3
TTM Gross Profit / Active Customer										
North America	\$	28.96	\$	29.13	\$	29.72	\$	30.05	\$	30.56
International		24.89		24.46		24.00		23.37		22.51
Consolidated		27.51		27.42		27.59		27.51		27.45
Consolidated Units		39.5		50.5		37.2		35.3		35.8
Year-over-year unit growth:										
North America		(16.9) %		(12.9) %		(17.5) %		(17.8) %		(13.9) %
International		3.4		3.0		(2.2)		0.9		(1.2)
Consolidated		(10.6)		(7.5)		(12.3)		(11.6)		(9.4)
Headcount										
Sales (4)		2,334		2,268		2,377		2,327		2,438
Other		4,197		4,308		3,928		3,952		4,036
Total Headcount		6,531		6,576		6,305		6,279		6,474

⁽¹⁾ Represents the total dollar value of customer purchases of goods and services.

⁽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 in the prior year periods.

⁽³⁾ Reflects the total number of unique user accounts that have made a purchase during the TTM either through one of our online marketplaces or directly with a merchant for which we earned a commission.

⁽⁴⁾ Includes merchant sales representatives, as well as sales support personnel.

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

The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP performance measure, Income (loss) from continuing operations.

	Q3 2018	Q4 2018	Q1 2019	Q2 2019	Q3 2019
Income (loss) from continuing operations	\$ 47,175	\$ 49,862	\$ (41,170)	\$ (37,645)	\$ (14,685)
Adjustments:					
Stock-based compensation (1)	15,026	14,251	16,411	26,563	19,543
Depreciation and amortization	28,685	28,528	28,416	27,116	25,873
Acquisition-related expense (benefit), net	_	_	_	28	5
Restructuring charges	35	(55)	(67)	(47)	(61)
IBM patent litigation	(40,400)	_	_	_	_
Other (income) expense, net	4,860	13,176	46,855	28,494	17,253
Provision (benefit) for income taxes	988	(1,162)	(3,490)	2,012	2,069
Total adjustments	9,194	54,738	88,125	84,166	64,682
Adjusted EBITDA	\$ 56,369	\$ 104,600	\$ 46,955	\$ 46,521	\$ 49,997

⁽¹⁾ Represents stock-based compensation expense recorded within Selling, general and administrative, Cost of revenue and Marketing.

The following is a reconciliation of the Company's annual outlook for Adjusted EBITDA to the Company's outlook for the most comparable U.S. GAAP performance measure, Income (loss) from continuing operations.

	ar Ending nber 31, 2019
Expected income (loss) from continuing operations	\$ (20,000)
Expected adjustments:	
Stock-based compensation	85,000
Depreciation and amortization	105,000
Other (income) expense, net	96,000
Provision (benefit) for income taxes	 4,000
Total expected adjustments	290,000
Expected Adjusted EBITDA	\$ 270,000

The outlook provided above does not reflect the potential impact of any business or asset acquisitions or dispositions, changes in the fair values of investments, foreign currency gains or losses or unusual or infrequently occurring items that may occur during the remainder of 2019.

The following is a reconciliation of non-GAAP net income (loss) attributable to common stockholders to net income (loss) attributable to common stockholders and a reconciliation of non-GAAP net income (loss) per share to diluted net income (loss) per share for the three and nine months ended September 30, 2019 and 2018.

	Three Months Ended September 30,			Nine Months Ended September 30,				
		2019		2018		2019		2018
Net income (loss) attributable to common stockholders	\$	(16,685)	\$	44,615	\$	(99,418)	\$	(57,307)
Less: Net income (loss) attributable to noncontrolling interest		(2,000)		(2,560)		(8,080)		(9,433)
Net income (loss)		(14,685)		47,175		(91,338)		(47,874)
Less: Income (loss) from discontinued operations, net of tax		_		_		2,162		_
Income (loss) from continuing operations		(14,685)		47,175		(93,500)		(47,874)
Less: Provision (benefit) for income taxes		2,069		988		591		205
Income (loss) from continuing operations before provision (benefit) for income taxes		(12,616)		48,163		(92,909)		(47,669)
Stock-based compensation		19,543		15,026		62,517		50,670
Amortization expense of acquired intangibles		3,748		3,850		11,419		10,316
Acquisition-related expense (benefit), net		5		_		33		655
Restructuring charges		(61)		35		(175)		(81)
IBM patent litigation		_		(40,400)		_		34,600
(Gain) loss from changes in fair value of investments		(14)		244		68,971		8,312
(Gain) loss from sale of investment		412		_		412		_
Intercompany foreign currency losses (gains) and reclassifications of translation adjustments to earnings		10,326		1,826		11,198		9,446
Non-cash interest expense on convertible senior notes		3,341		3,016		9,772		8,822
Non-GAAP income (loss) from continuing operations before provision (benefit) for income taxes		24,684		31,760		71,238		75,071
Less: Non-GAAP provision for income taxes		14,920		8,370		31,857		17,856
Non-GAAP net income (loss)		9,764		23,390		39,381		57,215
Net income attributable to noncontrolling interest		(2,000)		(2,560)		(8,080)		(9,433)
Non-GAAP net income (loss) attributable to common stockholders		7,764		20,830		31,301		47,782
Plus: Cash interest expense from assumed conversion of convertible senior notes $^{(i)}$				1,383		<u> </u>		
Non-GAAP Net Income (loss) attributable to common stockholders plus assumed conversions	\$	7,764	\$	22,213	\$	31,301	\$	47,782
						_		
Weighted-average shares of common stock - diluted		566,971,238		576,379,421		568,339,335		565,227,625
Incremental dilutive securities		4,258,105		46,296,300		4,958,762		8,933,570
Weighted-average shares of common stock - non-GAAP		571,229,343		622,675,721		573,298,097		574,161,195
Diluted not lose nor share	\$	(0.00)	e	0.08	\$	(0.47)	c	(0.40)
Diluted net loss per share	φ	(0.03)	Φ		Φ	(0.17)	Φ	(0.10) 0.18
Impact of non-GAAP adjustments and related tax effects	•	0.04	•	0.04)	•		•	0.18
Non-GAAP net income per share	\$	0.01	\$	0.04	\$	0.05	\$	0.08

⁽¹⁾ Adjustment to interest expense for assumed conversion of convertible senior notes excludes non-cash interest expense that has been added back above in calculating non-GAAP net income (loss) attributable to common stockholders.

Free cash flow is a non-GAAP liquidity measure. The following is a reconciliation of free cash flow and free cash flow excluding the IBM settlement to the most comparable U.S. GAAP liquidity measure, Net cash provided by (used in) operating activities from continuing operations.

	23 2018	Q4 2018		Q1 2019			Q2 2019	Q3 2019	
Net cash provided by (used in) operating activities from continuing operations	\$ (57,389)	\$	323,816	\$	(147,483)	\$	(1,219)	\$	18,584
Purchases of property and equipment and capitalized software from continuing operations	 (16,094)		(16,084)		(17,477)		(16,684)		(17,693)
Free cash flow	\$ (73,483)	\$	307,732	\$	(164,960)	\$	(17,903)	\$	891
Operating cash outflow related to the IBM settlement (1)	42,100						_		
Free cash flow, excluding the impact of the IBM settlement	\$ (31,383)	\$	307,732	\$	(164,960)	\$	(17,903)	\$	891
Net cash provided by (used in) investing activities from continuing operations	\$ (22,389)	\$	(17,497)	\$	(18,115)	\$	(17,235)	\$	(19,541)
Net cash provided by (used in) financing activities	\$ (9,720)	\$	(35,069)	\$	(27,777)	\$	(31,581)	\$	(22,595)

⁽¹⁾ This amount represents the portion of the \$57.5 million IBM settlement that was classified as an operating cash outflow. The remaining \$15.4 million was capitalized for the license to use the patented technology in future periods under the terms of the settlement and license agreements and has been classified as an investing cash outflow. For additional information about the IBM settlement, refer to Item 8, Note 10, Commitments and Contingencies, in our Annual Report on Form 10-K for the year ended December 31, 2018.

Our International and consolidated gross profit per active customer for the TTM ended September 30, 2019 and 2018 were as follows:

	Q3 2018	Q3 2019	Y/Y Growth	FX Effect	Y/Y Growth excluding FX ⁽¹⁾
International TTM Gross Profit / Active Customer	\$24.89	\$22.51	(9.6)%	4.9%	(4.7)%
Consolidated TTM Gross Profit / Active Customer	\$27.51	\$27.45	(0.2)%	1.7%	1.5 %

⁽¹⁾ 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 periods.