

**EXHIBIT 5**

Groupon, Inc. Consolidated Balance Sheets (In thousands, except share and per-share amounts)

| <b>December 31</b>                                                                                                                                                                                                                                             |                   |                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|
|                                                                                                                                                                                                                                                                | <b>2010</b>       | <b>2011</b>         |
| <b>Assets</b>                                                                                                                                                                                                                                                  |                   |                     |
| <b>Current assets:</b>                                                                                                                                                                                                                                         |                   |                     |
| Cash and cash equivalents                                                                                                                                                                                                                                      | \$ 118,833        | \$ 1,122,935        |
| Accounts receivable, net                                                                                                                                                                                                                                       | 42,407            | 108,747             |
| Prepaid expenses and other current assets                                                                                                                                                                                                                      | 12,615            | 91,645              |
| Total current assets                                                                                                                                                                                                                                           | 173,855           | 1,323,327           |
| Property and equipment, net                                                                                                                                                                                                                                    | 16,490            | 51,800              |
| Goodwill                                                                                                                                                                                                                                                       | 132,038           | 166,903             |
| Intangible assets, net                                                                                                                                                                                                                                         | 40,775            | 45,667              |
| Investments in equity interests                                                                                                                                                                                                                                | —                 | 50,604              |
| Deferred income taxes, non-current                                                                                                                                                                                                                             | 14,544            | 46,104              |
| Other non-current assets                                                                                                                                                                                                                                       | 3,868             | 90,071              |
| <b>Total assets</b>                                                                                                                                                                                                                                            | <b>\$ 381,570</b> | <b>\$ 1,774,476</b> |
| <b>Liabilities and stockholders' equity</b>                                                                                                                                                                                                                    |                   |                     |
| <b>Current liabilities:</b>                                                                                                                                                                                                                                    |                   |                     |
| Accounts payable                                                                                                                                                                                                                                               | \$ 57,543         | \$ 40,918           |
| Accrued merchant payable                                                                                                                                                                                                                                       | 162,409           | 520,723             |
| Accrued expenses                                                                                                                                                                                                                                               | 98,323            | 212,007             |
| Due to related parties                                                                                                                                                                                                                                         | 13,321            | 246                 |
| Deferred income taxes, current                                                                                                                                                                                                                                 | 17,210            | 76,841              |
| Other current liabilities                                                                                                                                                                                                                                      | 21,613            | 144,427             |
| <b>Total current liabilities</b>                                                                                                                                                                                                                               | <b>370,419</b>    | <b>995,162</b>      |
| Deferred income taxes, non-current                                                                                                                                                                                                                             | 604               | 7,428               |
| Other non-current liabilities                                                                                                                                                                                                                                  | 1,017             | 70,766              |
| <b>Total liabilities</b>                                                                                                                                                                                                                                       | <b>372,040</b>    | <b>1,073,356</b>    |
| Commitments and contingencies (see Note 8)                                                                                                                                                                                                                     |                   |                     |
| Redeemable noncontrolling interests                                                                                                                                                                                                                            | 2,983             | 1,653               |
| Groupon, Inc. Stockholders' Equity                                                                                                                                                                                                                             |                   |                     |
| Series D, convertible preferred stock, \$.0001 par value, 6,560,174 shares authorized and issued, 6,258,297 shares outstanding at December 31, 2010, and no shares outstanding at December 31, 2011                                                            | 1                 | —                   |
| Series F, convertible preferred stock, \$.0001 par value, 4,202,658 shares authorized, issued, and outstanding at December 31, 2010, and no shares outstanding December 31, 2011                                                                               | 1                 | —                   |
| Series G, convertible preferred stock, \$.0001 par value, 30,075,690 shares authorized, 14,245,018 shares issued and outstanding at December 31, 2010 and no shares outstanding at December 31, 2011, liquidation preference of \$450,000 at December 31, 2010 | 1                 | —                   |

(continued)