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We have one class of shares, and each holder of our shares is entitled to one vote per share. As the Alibaba Partnership’s director nomination rights are categorized as a weighted voting rights structure (the “**WVR structure**”) under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”), we are deemed as a company with a WVR structure. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a WVR structure. Our American depositary shares, each representing eight of our shares, are listed on the New York Stock Exchange in the United States under the symbol BABA.



Alibaba Group
阿里巴巴集团

Alibaba Group Holding Limited
阿里巴巴集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9988)

OVERSEAS REGULATORY ANNOUNCEMENT

We are making this announcement pursuant to Rule 13.10B of the Hong Kong Listing Rules.

We filed an amendment to Schedule 13G on February 10, 2022 (U.S. Eastern Time) with the Securities and Exchange Commission of the United States to report a change in our beneficial ownership of Groupon, Inc. (“**Groupon**”). Under the U.S. Securities Exchange Act of 1934, as amended, any person that beneficially owns more than 5% of a security listed on a national securities exchange in the United States must file a Schedule 13G or Schedule 13D, as applicable to report such person’s beneficial ownership, and file an amendment to Schedule 13G or Schedule 13D, as applicable, from time to time, to report certain changes in beneficial ownership. We previously beneficially owned more than 5% of Groupon’s common stock. As of December 31, 2021, we beneficially owned zero shares of Groupon’s common stock. For details of our filing, please refer to the attached amendment to Schedule 13G.

By order of the Board
Alibaba Group Holding Limited
Kevin Jinwei ZHANG
Secretary

Hong Kong, February 11, 2022

As at the date of this announcement, our board of directors is comprised of Mr. Daniel Yong ZHANG as the chairman, Mr. Joseph C. TSAI, Ms. Maggie Wei WU, Mr. J. Michael EVANS and Mr. Kabir MISRA as directors, and Mr. Chee Hwa TUNG, Mr. Walter Teh Ming KWAI, Mr. Jerry YANG, Mr. E. Börje EKHOLOM and Ms. Wan Ling MARTELLO as independent directors.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934*
(Amendment No. 1)

Groupon, Inc.

(Name of Issuer)

Common Stock, par value US\$0.0001 per share

(Title of Class of Securities)

399473107

(CUSIP Number)

December 31, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons
Alibaba Group Holding Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power

0

6. Shared Voting Power

0

7. Sole Dispositive Power

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not applicable

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

CO

1. Names of Reporting Persons
Alibaba Group Treasury Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
British Virgin Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not applicable

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
CO

1. Names of Reporting Persons
Des Voeux Investment Company Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
British Virgin Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
Not applicable

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
CO

Item 1.

- (a) Name of Issuer
Groupon, Inc.
-
- (b) Address of Issuer's Principal Executive Offices
600 West Chicago Avenue, Suite 400
Chicago, Illinois
-

Item 2.

- (a) Name of Person Filing
This schedule is filed by and on behalf of:
- 1 Alibaba Group Holding Limited
 - 2 Alibaba Group Treasury Limited
 - 3 Des Voeux Investment Company Limited
-
- (b) Address of the Principal Office or, if none, Residence
- 1 Alibaba Group Holding Limited c/o Alibaba Group Services Limited, 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.
 - 2 Alibaba Group Treasury Limited c/o Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.
 - 3 Des Voeux Investment Company Limited c/o Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.
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- (c) Citizenship
- 1 Alibaba Group Holding Limited Cayman Islands
 - 2 Alibaba Group Treasury Limited British Virgin Islands
 - 3 Des Voeux Investment Company Limited British Virgin Islands
-
- (d) Title of Class of Securities
Common Stock
-
- (e) CUSIP Number
399473107
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

As of December 31, 2021, the Reporting Persons beneficially own zero shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2022

ALIBABA GROUP HOLDING LIMITED

By: /s/ Jinwei Zhang

Name: Jinwei Zhang

Title: Authorized Signatory

ALIBABA GROUP TREASURY LIMITED

By: /s/ Jinwei Zhang

Name: Jinwei Zhang

Title: Director

DES VOEUX INVESTMENT COMPANY LIMITED

By: /s/ Jinwei Zhang

Name: Jinwei Zhang

Title: Director
