

Groupon, Inc.
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stevens Brian

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST CHICAGO AVENUE

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Groupon, Inc. [GRPN]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount (A) or Price (D)			
Class A Common Stock	09/30/2016		M		6,792	A	\$ 0 166,415	D
Class A Common Stock	09/30/2016		F ⁽¹⁾		2,113	D	\$ 5.15 164,302	D
Class A Common Stock	09/30/2016		M		12,719	A	\$ 0 177,021	D
Class A Common	09/30/2016		F ⁽¹⁾		3,956	D	\$ 5.15 173,065	D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	09/30/2016		M	6,792	12/31/2015 ⁽³⁾	⁽³⁾	Class A Common Stock	6,792
Restricted Stock Units	<u>(2)</u>	09/30/2016		M	12,719	03/31/2016 ⁽⁴⁾	⁽⁴⁾	Class A Common Stock	12,719

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens Brian C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654			Chief Accounting Officer	

Signatures

/s/ Erin G. Stone, by Power of Attorney
10/04/2016

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock units. This is not an open market sale of securities.

- (2) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.

- (3) 27,573 of the restricted stock units reported on this line vested on December 31, 2015; 27,170 of the restricted stock units will vest quarterly in equal increments during calendar year 2016, beginning on March 31, 2016; and 22,202 of the restricted stock units will vest quarterly in equal increments during calendar year 2017, beginning on March 31, 2017; in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.

- (4) 50,874 of the restricted stock units reported on this line will vest in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2016, and 70,942 of the restricted stock units reported on this line will vest on the last day of each calendar quarter over a twelve month period beginning on March 31, 2017, in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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