

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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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

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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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.