

Groupon, Inc.  
Form 4  
January 04, 2017

**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, SUITE 400

(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)  
12/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CAO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 (D)	Price
Common Stock	12/31/2016		M		6,792	A	\$ 0
Common Stock	12/31/2016		F <sup>(1)</sup>		2,588	D	\$ 3.32
Common Stock	12/31/2016		M		12,718	A	\$ 0
Common Stock	12/31/2016		F <sup>(1)</sup>		4,846	D	\$ 3.32
Common Stock	12/31/2016		M		25,000	A	\$ 0

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Common Stock	12/31/2016	F <sup>(1)</sup>	10,791	D	\$ 3.32	189,350	D
Common Stock	12/31/2016	M	8,000	A	\$ 0	197,350	D
Common Stock	12/31/2016	F <sup>(1)</sup>	3,048	D	\$ 3.32	194,302	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	12/31/2016		M	6,792	12/31/2015 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	6,792
Restricted Stock Units	<u>(2)</u>	12/31/2016		M	12,718	03/31/2016 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	12,718
Restricted Stock Units	<u>(2)</u>	12/31/2016		M	25,000	06/01/2016 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock	25,000
Restricted Stock Units	<u>(2)</u>	12/31/2016		M	8,000	12/31/2016 <sup>(6)</sup>	<sup>(6)</sup>	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens Brian C/O GROUPON, INC.			CAO & Treasurer	

600 WEST CHICAGO AVENUE, SUITE 400  
CHICAGO, IL 60654

## Signatures

/s/ Erin G. Stone, by Power of  
Attorney

01/04/2017

\_\_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) 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 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 vested 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 vested 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.

(5) 25,000 of the restricted stock units reported on this line vested on June 1, 2016, and 25,000 of the restricted stock units reported on this line vested on December 31, 2016.

(6) The restricted stock units reported on this line will vest quarterly in five equal installments, beginning on December 31, 2016, 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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