

Leonsis Theodore
Form 4
June 21, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Leonsis Theodore

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST
CHICAGO AVENUE, SUITE 620

(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)

06/19/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	678,770	D	

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

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SEC 1474
(9-02)

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

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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
Deferred Stock Unit (Right to Receive)	\$ 0							<u>(1)</u>	<u>(1)</u>	Class A Common Stock	3,547.645
Stock Option (Right to Buy)	\$ 0.0467							<u>(2)</u>	06/11/2019	Class A Common Stock	1,170,000
Restricted Stock Units	<u>(3)</u>	06/19/2012		A		9,149		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	9,149

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leonsis Theodore C/O Groupon, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654	X			

Signatures

/s/ David Schellhase, by power of attorney
06/21/2012

__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) Mr. Leonsis has received an exempt award of Deferred Stock Units ("DSUs") under the Groupon, Inc. Non-Employee Director Compensation Plan. DSUs represent a right to receive shares of Groupon's common stock (or, in the sole discretion of Groupon's Board of Directors following a change in control, cash, securities or a combination of cash and securities equal to the fair market value thereof) upon termination of service as a Director of Groupon. Mr. Leonsis has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

(2) The options reported on this line vested in three equal installments on June 11, 2009, June 11, 2010 and June 11, 2011.

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

25% of the restricted stock units on this line will vest on June 19, 2013, and the remaining restricted stock units will vest in 12 equal

- (4) installments at the end of each quarter, beginning on September 19, 2013, subject to Mr. Leonsis' continued service as a director of 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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