

Groupon, Inc.  
Form 4  
April 04, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
03/31/2017

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	03/31/2017		M		5,551	A	\$ 0
Common Stock	03/31/2017		F <sup>(1)</sup>		2,115	D	\$ 3.93
Common Stock	03/31/2017		M		8,000	A	\$ 0
Common Stock	03/31/2017		F <sup>(1)</sup>		3,048	D	\$ 3.93
Common Stock	03/31/2017		M		17,736	A	\$ 0

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Common Stock      03/31/2017      F<sup>(1)</sup>      6,758      D      \$ 3.93      214,141      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      SEC 1474 (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	(2)	03/31/2017		M	5,551	12/31/2015 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	5,551
Restricted Stock Units	(2)	03/31/2017		M	8,000	12/31/2016 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	8,000
Restricted Stock Units	(2)	03/31/2017		M	17,736	03/31/2016 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock	17,736

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Stevens Brian  
C/O GROUPON, INC.  
600 WEST CHICAGO AVENUE, SUITE 400  
CHICAGO, IL 60654

CAO & Treasurer

## Signatures

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

04/04/2017

\*\*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.  
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 installments during calendar year 2016, beginning on March 31, 2016; and 22,202 of the restricted stock units will vest quarterly in equal installments 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.
- (3) The restricted stock units reported on this line will vest quarterly in 5 equal installments, beginning on December 31, 2016, in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.  
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 in equal installments 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.
- (4) The restricted stock units reported on this line will vest quarterly in 5 equal installments, beginning on December 31, 2016, in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.  
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 in equal installments 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.