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GROUPON, INC.

Reported by

HOLDEN JEFFREY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/12 for the Period Ending 05/18/12

Address	600 WEST CHICAGO AVENUE, SUITE 830 CHICAGO, IL 60610
Telephone	(312) 604-5515
CIK	0001490281
Symbol	GRPN
Fiscal Year	12/31

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FORM 4

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

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Holden Jeffrey	**Groupon, Inc. [GRPN]**	
(Last) (First) (Middle) **C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/18/2012**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **SVP - Product Management**
(Street) **CHICAGO, IL 60654** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	**5/18/2012**		**M**		**13020**	**A**	(1)	**116922**	**D**	
Class A Common Stock	**5/18/2012**		**F** (2)		**5397**	**D**	**$11.58**	**111525**	**D**	
Class A Common Stock								**3400**	**I**	**Holden Family Generation-Skipping Trust 2008**

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	**5/18/2012**		**M**			**13020**	(3)	(3)	**Class A Common Stock**	**13020**	**$0**	**768230**	**D**	
Restricted Stock Units	(1)							(4)	(4)	**Class A Common Stock**	**460000**		**460000**	**D**	

Explanation of Responses:

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

(2) 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.

(3) One-sixth of Mr. Holden's 937,500 restricted stock units vested on April 18, 2012, and the remaining restricted stock units will vest in 60

equal installments on the 18th day of each month, beginning on May 18, 2012, subject to Mr. Holden's continued employment with the Company through each vesting date.

(4) The restricted stock units will vest in 32 equal installments each quarter, beginning on July 26, 2013, subject to Mr. Holden's continued employment with the Company through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holden Jeffrey **C/O GROUPON, INC.** **600 WEST CHICAGO AVENUE, SUITE 620** **CHICAGO, IL 60654**			**SVP - Product Management**	

Signatures

/s/ David Schellhase, by Power of Attorney **5/22/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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