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# GROUPON, INC.

Reported by

**DEL PRETO JOSEPH**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/15/12 for the Period Ending 05/13/12

| | |
|---|---|
| Address | 600 WEST CHICAGO AVENUE, SUITE 830<br>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) |
|---|---|---|
| **Del Preto Joseph** | **Groupon, Inc. [ GRPN ]** | |
| (Last) (First) (Middle)<br>**C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**5/13/2012** | _____ Director _____ 10% Owner<br>__ **X** __ Officer (give title below) _____ Other (specify below)<br>**Chief Accounting Officer** |
| (Street)<br>**CHICAGO, IL 60654**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | **5/13/2012** | | **M** | | **263** | **A** | (2) | **16423** | **D** | |
| **Class A Common Stock** | **5/13/2012** | | **F** | | **83** | **D** | **$9.90** | **16340** | **D** | |

**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** | (2) | | | | | | | (1) | (1) | **Class A Common Stock** | **46668** | | **46668** | **D** | |
| **Restricted Stock Units** | (2) | **5/13/2012** | | **M** | | | **263** | (3) | (3) | **Class A Common Stock** | **263** | **$0** | **9235** | **D** | |
| **Restricted Stock Units** | (2) | | | | | | | (4) | (4) | **Class A Common Stock** | **32000** | | **32000** | **D** | |

**Explanation of Responses:**

**( 1)** Twenty-five percent (25%) of the restricted stock units reported on this line will vest on December 31, 2011 and the remainder of the restricted stock units will vest in 36 equal installments at the end of each month, beginning on January 31, 2012, subject to Mr. Del Preto's continued employment with the Company through each vesting date. The vesting of 20,416 shares were delayed until March 15, 2012; the remaining shares will vest according the schedule described in the previous sentence.

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

**( 3)** Twenty-five (25%) of the restricted stock units on this line will vest on April 13, 2012 and the remainder of the restricted stock units will vest in 36 equal installments on the thirteenth day of each month, beginning on May 13, 2012, subject to Mr. Del Preto's continued employment with the Company through each vesting date.

**( 4)** The restricted stock units reported on this line will vest in equal increments over 16 quarters beginning March 14, 2013, subject to Mr. Del Preto's continued employment with the Company through each vesting date.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Del Preto Joseph**<br>**C/O GROUPON, INC.**<br>**600 WEST CHICAGO AVENUE, SUITE 620**<br><br>**CHICAGO, IL 60654** | | | **Chief Accounting Officer** | |

**Signatures**

**/s/ David Schellhase, by Power of Attorney** **5/15/2012**

** 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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