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GROUPON, INC.

Reported by

LEONSIS THEODORE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/21/12 for the Period Ending 06/19/12

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)
Leonsis Theodore (Last) (First) (Middle)	**Groupon, Inc. [GRPN]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **6/19/2012**	
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								**678770**	**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				
Deferred Stock Unit (Right to Receive)	**$0**							(1)	(1)	**Class A Common Stock**	**3547.645**		**3547.645**	**D**	
Stock Option (Right to Buy)	**$0.0467**							(2)	**6/11/2019**	**Class A Common Stock**	**1170000**		**1170000**	**D**	
Restricted Stock Units	(3)	**6/19/2012**		**A**		**9149**		(4)	(4)	**Class A Common Stock**	**9149**	**$0**	**9149**	**D**	

Explanation of Responses:

(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 Directorsand 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.

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

(4) 25% of the restricted stock units on this line will vest on June 19, 2013, and and the remaining restricted stock units will vest in 12 equal 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.

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 **6/21/2012**

** 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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