

GROUPON, INC.
Reported by
SULLIVAN JAMES

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/15/17 for the Period Ending 02/14/17

Address	600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654
Telephone	(312) 334-1579
CIK	0001490281
Symbol	GRPN
SIC Code	7311 - Advertising Agencies
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) 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)	
Sullivan James		Groupon, Inc. [GRPN]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Product Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O GROUPON, INC., 600 W. CHICAGO AVE., SUITE 400		2/14/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CHICAGO, IL 60654				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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			
Common Stock	2/14/2017		A	(1)	32370	A	\$0	362052	D	
Common Stock	2/14/2017		F	(2)	12165	D	\$3.78	349887	D	

Table II - Derivative Securities 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. 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	(3)	2/14/2017		A		521178		9/15/2017	(4)	Common Stock	521178.0	\$0	521178	D	

Explanation of Responses:

- (Settlement of non-derivative performance share units for the one-year performance period ending December 31, 2016, granted under the Groupon, Inc. 2011 Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of performance share units. This is not an open market sale of securities.
- (Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (69,800 of the restricted stock units reported on this line will vest on September 15, 2017; 34,900 of the restricted stock units reported on this line will vest on each of December 15, 2017 and March 15, 2018; 191,030 of the restricted stock units reported on this line will vest in equal installments quarterly beginning on June 15, 2018 and ending on March 15, 2019; and 190,548 of the restricted stock units reported on this line will vest in equal installments quarterly beginning on June 15, 2019 and ending on March 15, 2020; in each case subject to Mr. Sullivan's continued employment with the Company through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan James C/O GROUPON, INC. 600 W. CHICAGO AVE., SUITE 400 CHICAGO, IL 60654			Chief Product Officer	

Signatures

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

2/15/2017

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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