

GROUPON, INC.
Reported by
WILLIAMS RICH

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 03/31/17

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

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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)	
Williams Rich		Groupon, Inc. [GRPN]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 400		3/31/2017			
(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	3/31/2017		M		25000	A	\$0	1608690	D	
Common Stock	3/31/2017		F	(1)	11426	D	\$3.93	1597264	D	
Common Stock	3/31/2017		M		38038	A	\$0	1635302	D	
Common Stock	3/31/2017		F	(1)	17384	D	\$3.93	1617918	D	
Common Stock	3/31/2017		M		66338	A	\$0	1684256	D	
Common Stock	3/31/2017		F	(1)	30317	D	\$3.93	1653939	D	
Common Stock	3/31/2017		M		55153	A	\$0	1709092	D	
Common Stock	3/31/2017		F	(1)	25205	D	\$3.93	1683887	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)	3/31/2017		M		25000		12/31/2014 (3)	(3)	Common Stock	25000.0	\$0	25000	D	
Restricted Stock Units	(2)	3/31/2017		M		38038		12/31/2015 (4)	(4)	Common Stock	38038.0	\$0	114114	D	
Restricted Stock Units	(2)	3/31/2017		M		66338		3/31/2016 (5)	(5)	Common Stock	66338.0	\$0	1249163	D	
Restricted Stock Units	(2)	3/31/2017		M		55153		12/31/2015 (6)	(6)	Common Stock	55153.0	\$0	165456	D	

Explanation of Responses:

- (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.
- (3) The restricted stock units reported on this line will vest in equal increments on the last day of last month of each calendar quarter through December 31, 2017, subject to Mr. Williams' continued employment with the Company through each vesting date.
- (4) 16,624 of the restricted stock units reported on this line vested on December 31, 2015; 68,900 of the restricted stock units vested quarterly in equal increments during calendar year 2016, beginning on March 31, 2016; and 152,152 of the restricted stock units will vest quarterly in equal increments during calendar year 2017, beginning on March 31, 2017, in each case subject to Mr. Williams' continued employment with the Company through each vesting date.
- (5) 75,694 of the restricted stock units reported on this line vested on the last day of each calendar quarter over a one-year period beginning on March 31, 2016;

- 5) 66,338 of the restricted stock units will vest on the last day of each calendar quarter over a one-year period beginning on March 31, 2017; 140,427 of the restricted stock units will vest on the last day of each calendar quarter over a one-year period beginning on March 31, 2018; and 122,110 of the restricted stock units will vest on the last day of each calendar quarter over a nine month period beginning on March 31, 2019 with 122,111 of the restricted stock units vesting on December 31, 2019, in each case subject to Mr. Williams' continued employment with the Company through each vesting date.
- (118,250 of the restricted stock units reported on this line vested on December 31, 2015; 81,700 of the restricted stock units vested quarterly in equal
- 6) increments during calendar year 2016, beginning on March 31, 2016, and 220,609 of the restricted stock units will vest quarterly in equal increments during calendar year 2017, beginning on March 31, 2017, in each case subject to Mr. Williams' continued employment with the Company through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Rich C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654	X		Chief Executive Officer	

Signatures

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

4/4/2017

**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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