

GROUPON, INC.

Reported by
BARRIS PETER J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/27/17

Address	600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654
Telephone	(312) 334-1579
CIK	0001490281
Symbol	GRPN
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 -* BARRIS PETER J (Last) (First) (Middle) 1954 GREENSPRING DRIVE, SUITE 600 (Street) TIMONIUM, MD 21093 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Groupon, Inc. [GRPN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/27/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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 (1)	2/27/2017		J (2)		5000000	D	\$0.00	15000000	I	See Note 3 (3)
Common Stock (1)	2/27/2017		J (4)		1535000	A	\$0.00	1535000	I	See Note 5 (5)
Common Stock (1)	2/27/2017		J (6)		1535000	D	\$0.00	0	I	See Note 5 (5)
Common Stock (1)	2/27/2017		J (7)		67307	A	\$0.00	409297	I	See Note 8 (8)
Common Stock (1)	2/27/2017		J (9)		20641	A	\$0.00	125520	I	See Note 10 (10)
Common Stock (1)	2/27/2017		J (11)		281354	A	\$0.00	281354	I	See Note 12 (12)
Common Stock (1)								116923	D	
Common Stock	2/28/2017		S		93968	D	\$4.2553 (13)	187386	I	See Note 12 (12)

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 Units	\$0.00							(14)	(14)	Common Stock (1)	86512		86512	D	

Explanation of Responses:

- (1) On October 31, 2016, each share of the Issuer's Class A Common Stock and Class B Common Stock automatically converted on a 1-for-1 basis into a new class of stock designated Common Stock pursuant to the terms of the Issuer's amended and restated certificate of incorporation.
- (2) New Enterprise Associates 12, Limited Partnership ("NEA 12") made a pro rata distribution for no consideration of an aggregate of 5,000,000 shares of Common Stock of the Issuer to its general partner and its limited partners on February 27, 2017.
- (3) The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of NEA 12, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 12 in which the Reporting Person has no pecuniary interest.
- (4) NEA Partners 12 received 1,535,000 shares of Common Stock of the Issuer in the distribution by NEA 12 on February 27, 2017.
- () The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within

- 5) the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.
- (NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 1,535,000 shares of Common Stock of the Issuer to its limited partners
- 6) on February 27, 2017.
- (PJ Barris, LLC received 67,307 shares of Common Stock of the Issuer in the distribution by NEA Partners 12 on February 27, 2017.
- 7) The Reporting Person is a member of PJ Barris, LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial
- 8) ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by PJ Barris, LLC in which the Reporting Person has no pecuniary interest.
- (PDB LLC received 20,641 shares of Common Stock of the Issuer in the distribution by NEA Partners 12 on February 27, 2017.
- 9) The Reporting Person is the investment advisor of PDB LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims
- 10) beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by PDB LLC in which the Reporting Person has no pecuniary interest.
- (New Enterprise Associates, LLC ("NEA LLC") received 281,354 shares of Common Stock of the Issuer in the distribution by NEA Partners 12 on February
- 11) 27, 2017.
- (The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The Reporting Person
- 12) disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- (The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.23 to \$4.285,
- 13) inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (13) to this Form 4.
- (The Reporting Person received exempt awards of Deferred Stock Units ("DSUs") under the Issuer's Non-Employee Director Compensation Plan. DSUs
- 14) represent a right to receive shares of the Issuer's Class A Common Stock (or, in the sole discretion of the Issuer'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 the Issuer. The DSUs are vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

Signatures

/s/ Sasha Keough, attorney-in-fact

3/1/2017

**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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