

GROUPON, INC.
Reported by
A-G HOLDINGS GP, LLC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/15/17 for the Period Ending 06/13/17

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**

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 * A-G Holdings, L.P. (Last) (First) (Middle) C/O ATAIVOS MANAGEMENT, L.P., 40 MORRIS ROAD (Street) BRYN MAWR,, PA 19010 (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 _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/13/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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			
Class A Common Stock (1)	6/13/2017		A (2)		48701	A	\$0.0000	91804	I	See Footnote (1)

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				

Explanation of Responses:

- (1) This Form 4 is being filed by more than one Reporting Person. The reported shares underlie restricted stock units granted to Michael J. Angelakis in his capacity as a director of the Issuer. Mr. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P., which is the sole voting shareholder of Atairos Group, Inc. Atairos Group, Inc. is the sole limited partner of A-G Holdings, L.P. and sole member and manager of A-G Holdings GP, LLC, which is the general partner of A-G Holdings, L.P. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (2) 100% of the restricted stock units granted on June 13, 2017 will vest on June 13, 2018, subject to Mr. Angelakis' continued service as a director of the Issuer through the vesting date.

Remarks:

By virtue of the voting agreement, dated as of April 4, 2016, by and among A-G Holdings, L.P., the Issuer, Eric Lefkofsky, Bradley Keywell, New Enterprise Associates 12, Limited Partnership and certain of their respective affiliates (collectively, other than A-G Holdings, L.P. and the Issuer, the "Shareholders"), the Reporting Persons and the Shareholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. The number of securities of the Issuer beneficially owned by the Reporting Persons as reported herein does not include the holdings of any Shareholders. No Reporting Person has any pecuniary interest in the securities of the Issuer owned by the Shareholders.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
A-G Holdings, L.P. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR,, PA 19010	X			See Remarks

Atairos Partners GP, Inc. C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD BRYN MAWR,, PA 19010				See Remarks
Atairos Partners, L.P. C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD BRYN MAWR,, PA 19010				See Remarks
Atairos Group, Inc. C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD BRYN MAWR,, PA 19010				See Remarks
A-G Holdings GP, LLC C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD BRYN MAWR,, PA 19010				See Remarks
Angelakis Michael J C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD BRYN MAWR,, PA 19010	X			See Remarks

Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President 6/15/2017

--Signature of Reporting Person Date

By: ATAIROS PARTNERS L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President 6/15/2017

--Signature of Reporting Person Date

By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President 6/15/2017

--Signature of Reporting Person Date

By: A-G HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Vice President 6/15/2017

--Signature of Reporting Person Date

By: A-G HOLDINGS, L.P., by A-G HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Vice President 6/15/2017

--Signature of Reporting Person Date

By: /s/ David L. Caplan, Attorney-in-Fact 6/15/2017

--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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.