

GROUPON, INC.
Reported by
STEVENS BRIAN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/03/17 for the Period Ending 09/30/17

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|-------------|--|
| Address | 600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL, 60654 |
| Telephone | (312) 334-1579 |
| CIK | 0001490281 |
| Symbol | GRPN |
| SIC Code | 7311 - Services-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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subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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) | | |
| Stevens Brian | | | 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) CAO & Treasurer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 400 | | | 9/30/2017 | | | | | |
| (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 | 9/30/2017 | | M | | 5550 | A | \$0 | 226724 | D | |
| Common Stock | 9/30/2017 | | F (1) | | 1793 | D | \$5.20 | 224931 | D | |
| Common Stock | 9/30/2017 | | M | | 8000 | A | \$0 | 232931 | D | |
| Common Stock | 9/30/2017 | | F (1) | | 2584 | D | \$5.20 | 230347 | D | |
| Common Stock | 9/30/2017 | | M | | 17736 | A | \$0 | 248083 | D | |
| Common Stock | 9/30/2017 | | F (1) | | 5729 | D | \$5.20 | 242354 | 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) | 9/30/2017 | | M | | 5550 | | 12/31/2015 (3) | (3) | Common Stock | 5550.0 | \$0 | 5550 | D | |
| Restricted Stock Units | (2) | 9/30/2017 | | M | | 8000 | | 12/31/2016 (4) | (4) | Common Stock | 8000.0 | \$0 | 8000 | D | |
| Restricted Stock Units | (2) | 9/30/2017 | | M | | 17736 | | 3/31/2016 (5) | (5) | Common Stock | 17736.0 | \$0 | 17735 | D | |

Explanation of Responses:

- 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.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- 27,573 of the restricted stock units reported on this line vested on December 31, 2015; 27,170 of the restricted stock units vested quarterly in equal installments during calendar year 2016, beginning on March 31, 2016; and 22,202 of the restricted stock units will vest quarterly in equal installments during calendar year 2017, beginning on March 31, 2017; in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.
- The restricted stock units reported on this line will vest quarterly in 5 equal installments, beginning on December 31, 2016, in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.
- 50,874 of the restricted stock units reported on this line vested in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2016, and 70,942 of the restricted stock units reported on this line will vest in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2017, in each case subject to Mr. Stevens' continued employment with the Company through each vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stevens Brian C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654 | | | CAO & Treasurer | |

Signatures

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

10/3/2017

** 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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