

Groupon, Inc.  
Form 4  
October 04, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Williams Rich**

(Last) (First) (Middle)

**C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 400**

(Street)

**CHICAGO, IL 60654**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Groupon, Inc. [GRPN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**09/30/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/30/2016		M		25,000	A	\$ 0
Class A Common Stock	09/30/2016		F <sup>(1)</sup>		11,426	D	\$ 5.15
Class A Common Stock	09/30/2016		M		17,225	A	\$ 0
Class A Common	09/30/2016		F <sup>(1)</sup>		7,872	D	\$ 5.15

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Stock								
Class A Common Stock	09/30/2016		M	75,694	A	\$ 0	1,356,481	D
Class A Common Stock	09/30/2016		F <sup>(1)</sup>	34,593	D	\$ 5.15	1,321,888	D
Class A Common Stock	09/30/2016		M	20,425	A	\$ 0	1,342,313	D
Class A Common Stock	09/30/2016		F <sup>(1)</sup>	9,335	D	\$ 5.15	1,332,978	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	09/30/2016		M	25,000	12/31/2014 <sup>(3)</sup> <sup>(3)</sup>	Class A Common Stock 25,000
Restricted Stock Units	(2)	09/30/2016		M	17,225	12/31/2015 <sup>(4)</sup> <sup>(4)</sup>	Class A Common Stock 17,225
Restricted Stock Units	(2)	09/30/2016		M	75,694	03/31/2016 <sup>(5)</sup> <sup>(5)</sup>	Class A Common Stock 75,694
Restricted Stock Units	(2)	09/30/2016		M	20,425	12/31/2015 <sup>(6)</sup> <sup>(6)</sup>	Class A Common Stock 20,425

## 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  
Date: 10/04/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (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 Class A 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.  
16,624 of the restricted stock units reported on this line vested on December 31, 2015, 68,900 of the restricted stock units will vest 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 will vest on the last day of each calendar quarter over a one-year period beginning on March 31, 2016; 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.
- (6) 118,250 of the restricted stock units reported on this line vested on December 31, 2015, 81,700 of the restricted stock units will vest quarterly in equal 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.

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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