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| Check this box if no longer subject to Section 16. SECURITIES SECURITIES Number: Valuation, D.C. 20549 Number: Expires: January 3 20 Estimated average burden hours per | | | | | | | | 3235-0287 January 31, 2005 average rs per | | |
|---|---|------|---|--------------------|------------------------------|------------|---|--|-----------|--|
| (Print or Type I | Responses) | | | | | | | | | |
| Williams Rich Symbo | | | Issuer Name and Ticker or Trading bol oupon, Inc. [GRPN] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Mon | | | Date of Earliest Transaction Ionth/Day/Year) 1/26/2016 | | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer | | | |
| | | | .mendment, Da Month/Day/Year | - | l | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (| Zip) | able I - Non-I | Derivative | Securi | ities Aco | quired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code ar) (Instr. 8) | ion(A) or D (D) | ispose 4 and (A) or | d of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Class A Common Stock | 01/26/2016 | | М | 6,250 | А | \$0 | 959,029 | D | | |
| Class A Common Stock | 01/26/2016 | | F <u>(1)</u> | 2,275 | D | \$ 2.78 | 956,754 | D | | |

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

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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. Transactic Code (Instr. 8) | 5. Number on f 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 | <u>(2)</u> | 01/26/2016 | | М | 6,250 | 07/26/2012 <u>(3)</u> | (3) | Class A Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|----------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Williams Rich C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 62 CHICAGO, IL 60654 | ₀ X | | Chief Executive Officer | | | | |
| Signatures | | | | | | | |
| /s/ Erin G. Stone, by Power of Attorney | 01/28/2016 | | | | | | |
| **Signature of Reporting Person | Date | | | | | | |
| Explanation of Response | s: | | | | | | |

* 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 January 26, 2016 and April 26, 2016, subject to Mr.
 (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.