

Holden Jeffrey  
Form 4  
February 20, 2013

**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 \*  
Holden Jeffrey

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620

(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)  
02/18/2013

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)

SVP - Product Management

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 02/18/2013                           |  | M                              |   | 13,021  | A  | \$ 5.96<br>(1)  |
| Class A Common Stock            | 02/18/2013                           |  | F(2)                           |   | 4,187   | D  | \$ 5.96   |
| Class A Common Stock            |                                      |  |                                |   |   |  | 3,400   |
|                                 |                                      |  |                                |   |   | I  | Holden Family Generation-Skipping Trust 2008          |

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

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 02/18/2013                           |  | M                              | 13,021  | (3) (3)  | Class A Common Stock  | 13,021                        |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   | (4) (4)  | Class A Common Stock  | 416,875                       |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock  | 800,000                       |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Holden Jeffrey  
C/O GROUPON, INC.  
600 WEST CHICAGO AVENUE, SUITE 620  
CHICAGO, IL 60654

SVP - Product Management

## Signatures

/s/ Daniel Horwood, by Power of Attorney

02/20/2012

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (2)

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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.

- (3) One-sixth of Mr. Holden's 937,500 restricted stock units vested on April 18, 2012, and the remaining restricted stock units will vest in 60 equal installments on the 18th day of each month, beginning on May 18, 2012, subject to Mr. Holden's continued employment with the Company through each vesting date.

- (4) The restricted stock units will vest in 32 equal installments each quarter, beginning on July 26, 2012, subject to Mr. Holden's continued employment with the Company through each vesting date. The restricted stock units were originally scheduled to vest beginning on July 26, 2013, however the grant was amended to change the first vesting date to July 26, 2012.

- (5) Twenty-five percent (25%) of the restricted stock units reported on this line will vest on December 15, 2013 and the remainder of the restricted stock units will vest quarterly in 12 equal installments, beginning on March 15, 2014, subject to Mr. Holden's 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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