

Groupon, Inc.  
Form 4  
April 04, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(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 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)

03/31/2016

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |   |  |   |
| Class A Common Stock            | 03/31/2016                           |  | M                              |   | 25,000 | A          | \$ 0    | 1,031,188   | D  |   |
| Class A Common Stock            | 03/31/2016                           |  | F <sup>(1)</sup>               |   | 7,776  | D          | \$ 3.99 | 1,023,412   | D  |   |
| Class A Common Stock            | 03/31/2016                           |  | M                              |   | 17,225 | A          | \$ 0    | 1,040,637   | D  |   |
| Class A Common                  | 03/31/2016                           |  | F <sup>(1)</sup>               |   | 5,357  | D          | \$ 3.99 | 1,035,280   | D  |   |

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Stock

|                            |            |   |        |   |      |           |   |
|----------------------------|------------|---|--------|---|------|-----------|---|
| Class A<br>Common<br>Stock | 03/31/2016 | M | 75,694 | A | \$ 0 | 1,110,974 | D |
|----------------------------|------------|---|--------|---|------|-----------|---|

|                            |            |                  |        |   |            |           |   |
|----------------------------|------------|------------------|--------|---|------------|-----------|---|
| Class A<br>Common<br>Stock | 03/31/2016 | F <sup>(1)</sup> | 23,617 | D | \$<br>3.99 | 1,087,357 | D |
|----------------------------|------------|------------------|--------|---|------------|-----------|---|

|                            |            |   |        |   |      |           |   |
|----------------------------|------------|---|--------|---|------|-----------|---|
| Class A<br>Common<br>Stock | 03/31/2016 | M | 20,425 | A | \$ 0 | 1,107,782 | D |
|----------------------------|------------|---|--------|---|------|-----------|---|

|                            |            |                  |       |   |            |           |   |
|----------------------------|------------|------------------|-------|---|------------|-----------|---|
| Class A<br>Common<br>Stock | 03/31/2016 | F <sup>(1)</sup> | 6,353 | D | \$<br>3.99 | 1,101,429 | D |
|----------------------------|------------|------------------|-------|---|------------|-----------|---|

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                     |
|---|---|---|---|---|--|--|---|----------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                      | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (2)   | 03/31/2016                              |   | M                                       | 25,000   | 12/31/2014(3)  | (3)   | Class A<br>Common<br>Stock | 25,000                              |
| Restricted<br>Stock<br>Units                        | (2)   | 03/31/2016                              |   | M                                       | 17,225   | 12/31/2015(4)  | (4)   | Class A<br>Common<br>Stock | 17,225                              |
| Restricted<br>Stock<br>Units                        | (2)   | 03/31/2016                              |   | M                                       | 75,694   | 03/31/2016(5)  | (5)   | Class A<br>Common<br>Stock | 75,694                              |
| Restricted<br>Stock<br>Units                        | (2)   | 03/31/2016                              |   | M                                       | 20,425   | 12/31/2015(6)  | (6)   | Class A<br>Common<br>Stock | 20,425                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Williams Rich<br>C/O GROUPON, INC.<br>600 WEST CHICAGO AVENUE, SUITE 620<br>CHICAGO, IL 60654 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Erin G. Stone, by Power of Attorney  
Date 04/04/2016

\_\_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 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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