Leonsis Theodore		
Form 3		
November 03, 2011		
FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION	N OMB A	PPROVAL
Washington, D.C. 20549	OMB Number:	3235-0104
INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES		January 31, 2005
		average urs per
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	response	. 0.5
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section	on	

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Leonsis Theodore		<ol> <li>Date of Event Requiring Statement</li> <li>(Month/Day/Year)</li> </ol>		<sup>g</sup> 3. Issuer Name <b>and</b> Ticker or Trading Symbol Groupon, Inc. [GRPN]				
(Last)	(First)	(Middle)	11/03/2011		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620 (Street) CHICAGO, IL 60654			_X_D 0		(Check all applicable) _ Director 10% Owner _ Officer Other		6. Individual or Joint/Group	
				(give title belo	w) (specify bel	ow)	Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Т	able I - N	Non-Deriva	tive Securit	ies Be	eneficially Owned
1.Title of Secu (Instr. 4)	rity		E	2. Amount of Beneficially Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial ership : 5)
Class A Cor	nmon Stoc	k	6	578,770		D	Â	
Reminder: Rep owned directly			ach class of securi	ties benefici	ially	SEC 1473 (7-02	2)	
	Perso inform requir	ns who res nation cont red to respo	pond to the col ained in this for and unless the f MB control nun	rm are not form displ	:			

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(1)	06/11/2019	Class A Common Stock	1,170,000	\$ 0.0467	D	Â

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Leonsis Theodore C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654	ÂX	Â	Â	Â		
Signatures						
/s/ David Schellhase, by Power of Attorney	11/03/202	11				
**Signature of Reporting Person	Date					

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(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) The options reported on this line vested in three equal installments on June 11, 2009, June 11, 2010 and June 11, 2011.

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.