

Groupon, Inc.
Form 4
August 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
LEFKOFSKY ERIC P

(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)
08/29/2012

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)

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	08/30/2012		J ⁽¹⁾		15,371,740	D	\$ 0 (1)
Class A Common Stock	08/30/2012		J ⁽²⁾		2,759,855	A	\$ 0 (2)
Class A Common Stock	08/30/2012		J ⁽³⁾		593,665	A	\$ 0 (3)
Class A Common	08/30/2012		G ⁽⁴⁾		2,759,855	D	\$ 0 (4)

See footnote (1)
See footnote (2)
See footnote (3)
See footnote

Stock								(4)	
Class A								See	
Common Stock	08/30/2012		G ⁽⁵⁾	593,665	D	\$ 0 <u>(5)</u>	0	I	footnote <u>(5)</u>

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. 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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Deferred Stock Unit (Right to Receive)	\$ 0	08/29/2012		A	5,800.464	<u>(6)</u>	<u>(6)</u>	Class Comm Stoc
Class B Common Stock	\$ 0					11/03/2011 ⁽⁷⁾⁽⁸⁾	10/31/2016 ⁽⁷⁾⁽⁸⁾	Class Comm Stoc
Restricted Stock Units	<u>(10)</u>					<u>(11)</u>	<u>(11)</u>	Class Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFKOFSKY ERIC P C/O GROUPOIN, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654	X	X		

Signatures

/s/ David Schellhase, by power of attorney
08/31/2012

**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) The shares of Class A Common Stock reported on this line are held by 600 West Groupon LLC ("600 West"), the manager of which is Blue Media, LLC, an entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). On the Transaction Date, 600 West distributed substantially all of the shares held by it to its members based on their economic interest in 600 West and for no additional consideration or cost (the "Distribution").
 - (2) The shares of Class A Common Stock reported on this line were distributed in connection with the Distribution described in footnote 1 to Green Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.
 - (3) The shares of Class A Common Stock reported on this line were distributed in connection with the Distribution described in footnote 1 to Blue Media, LLC, an entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Blue Media, LLC.
 - (4) This transaction involved a charitable contribution by Green Media, LLC to the Lefkofsky Family Foundation, a charitable foundation (the "Foundation").
 - (5) This transaction involved a charitable contribution by Blue Media, LLC to the Foundation.
 - (6) Mr. Lefkofsky received an exempt award of Deferred Stock Units ("DSUs") under the Groupon, Inc. Non-Employee Director Compensation Plan. DSUs represent a right to receive shares of Groupon's Class A Common Stock (or, in the sole discretion of the Groupon's Board of Directors following a change in control, cash, securities or a combination of cash and securities equal to the fair market value thereof) upon termination of service as a Director of Groupon. Mr. Lefkofsky has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.
 - (7) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. The Class A Common Stock and Class B Common Stock will each convert automatically into a single class of Common Stock on October 31, 2016.
 - (8) In addition to the disclosure in footnote (7), each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by the affirmative vote or written consent of the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, whether or not for value, (subject to certain exceptions set forth in the Issuer's amended and restated certificate of incorporation), or (iii) in the event of the death or permanent mental disability (as defined in the Issuer's amended and restated certificate of incorporation) of Mr. Lefkofsky, shares of Class B Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or permanent mental disability so long as exclusive voting control of his shares of Class B Common Stock is being exercised by another Class B stockholder.
 - (9) The shares of Class B Common Stock reported on this line are held by Green Media, LLC, an entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.
 - (10) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
 - (11) 25% of the restricted stock units reported on this line will vest on June 19, 2013, and the remaining units will vest over 12 quarters, beginning on September 19, 2013, subject to Mr. Lefkofsky's continued service as a director 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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