

Groupon, Inc.
Form 4
September 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BARRETT M JAMES

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Groupon, Inc. [GRPN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	09/13/2013		J ⁽¹⁾		20,000,000	D	\$ 0	54,184,956	I	See Note 2 ⁽²⁾
Class A Common Stock	09/13/2013		J ⁽³⁾		200,000	A	\$ 0	200,000	I	See Note 4 ⁽⁴⁾
Class A Common Stock	09/13/2013		J ⁽⁵⁾		200,000	D	\$ 0	0	I	See Note 4 ⁽⁴⁾
Class A Common	09/13/2013		J ⁽⁶⁾		5,918	A	\$ 0	5,918	D	

Stock

Class A Common Stock	09/13/2013	J ⁽⁷⁾	5,918	A	\$ 0	5,918	I	See Note 8 ⁽⁸⁾
Class A Common Stock	09/13/2013	J ⁽⁹⁾	41,260	A	\$ 0	41,260	I	See Note 10 ⁽¹⁰⁾

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. 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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Louis Citron,
attorney-in-fact
09/17/2013
Date

**Signature of Reporting Person

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) New Enterprise Associates 12, Limited Partnership ("NEA 12") made a pro rata distribution for no consideration of an aggregate of 20,000,000 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on September 13, 2013.
- The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of NEA 12, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 12 in which the Reporting Person has no pecuniary interest.
- (2) NEA Partners 12 received 200,000 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on September 13, 2013.
- The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.
- (3) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 200,000 shares of Class A Common Stock of the Issuer to its limited partners on September 13, 2013.
- (4) M. James Barrett and April Barrett received 5,918 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.
- (5) The Barrett 2006 Family Trust received 5,918 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.
- The securities are directly held by the Barrett 2006 Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- (6) New Enterprise Associates, LLC ("NEA LLC") received 41,260 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- (7) (8) (9) (10)

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.