

Groupon, Inc.  
Form 4  
December 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**12/14/2015**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/14/2015		M		3,000	A	\$ 0
Class A Common Stock	12/14/2015		F <sup>(1)</sup>		1,372	D	\$ 3.11
Class A Common Stock	12/15/2015		M		50,000	A	\$ 0
Class A Common	12/15/2015		F <sup>(1)</sup>		22,850	D	\$ 3.11

## Stock

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

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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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(2)</u>	12/14/2015		M	3,000	06/14/2013 <sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	3,000
Restricted Stock Units	<u>(2)</u>	12/15/2015		M	50,000	12/15/2013 <sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	50,000

## Reporting Owners

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

## Signatures

/s/ Erin G. Stone, by Power of Attorney  
12/16/2015  
\*\*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)

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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.

- (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 14th day of the last month of each calendar quarter through March 14, 2017, subject to Mr. Williams' continued employment with the Company through each vesting date.
- (4) The restricted stock units reported on this line will vest in equal increments on the 15th day of the last month of each calendar quarter through December 15, 2016, 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. 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.