

Angelakis Michael J
 Form 3
 April 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * A-G Holdings, L.P. (Last) (First) (Middle) C/O ATAIROS MANAGEMENT, L.P., 40 MORRIS ROAD (Street) BRYN MAWR, PA 19010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/04/2016	3. Issuer Name and Ticker or Trading Symbol Groupon, Inc. [GRPN]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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3.25% Senior Convertible Notes due 2022 ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	46,296,300 ⁽³⁾	\$ 5.4 ⁽⁴⁾	or Indirect (I) (Instr. 5)	I	See Footnote ⁽¹⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
A-G Holdings, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â X	Â	Â		See Remarks
Atairos Partners GP, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â	Â	Â		See Remarks
Atairos Partners, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â	Â	Â		See Remarks
Atairos Group, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â	Â	Â		See Remarks
A-G Holdings GP, LLC C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â	Â	Â		See Remarks
Angelakis Michael J C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	Â X	Â	Â		See Remarks

Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President	04/14/2016
⁽¹⁾ Signature of Reporting Person	Date
By: ATAIROS PARTNERS L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President	04/14/2016
⁽¹⁾ Signature of Reporting Person	Date
By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel	04/14/2016
⁽¹⁾ Signature of Reporting Person	Date

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By: A-G HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory	04/14/2016
**Signature of Reporting Person	Date
By: A-G HOLDINGS, L.P., by A-G HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory	04/14/2016
**Signature of Reporting Person	Date
By: /s/ Michael J. Angelakis	04/14/2016
**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).

This Form 3 is being filed by more than one Reporting Person. A-G Holdings, L.P. directly beneficially owns the reported securities. A-G Holdings GP, LLC is the general partner of A-G Holdings, L.P. Atairos Group, Inc. is the sole member and manager of A-G Holdings GP, LLC and sole limited partner of A-G Holdings, L.P. Atairos Partners L.P. is the sole voting shareholder of Atairos Group, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P. Michael J. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. and serves on the board of directors of the Issuer. Each of A-G Holdings GP, LLC, Atairos Group, Inc., Atairos Partners, L.P., Atairos Partners GP, Inc. and Mr. Angelakis may be deemed to have beneficial ownership of the reported securities directly owned by A-G Holdings, L.P. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (1) The aggregate principal amount of the reported securities is \$250,000,000, and such reported securities are convertible at any time prior to the close of business on the scheduled trading day immediately preceding April 1, 2022, subject to earlier conversion or redemption in accordance with their terms.
- (2) Upon conversion of the reported securities, the Issuer will deliver, at the Issuer's election, cash, shares of Class A common stock of the Issuer, par value \$0.0001 per share ("Common Stock") or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the reported securities if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 185.1852 shares of Common Stock per \$1,000 principal amount of the reported securities. The initial conversion rate is subject to adjustment from time to time in accordance with the terms of an indenture, dated as of April 4, 2016, by and between the Issuer and U.S. Bank, National Association, as trustee.
- (3) The initial conversion rate of 185.1852 shares of Common Stock per \$1,000 principal amount of the reported securities is equivalent to an initial conversion price of approximately \$5.40 per share of Common Stock.
- (4)

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Remarks:

ByÂ virtueÂ ofÂ theÂ votingÂ agreement,Â datedÂ asÂ ofÂ AprilÂ 4,Â 2016,Â byÂ andÂ amongÂ A-GÂ Holdings,Â L.P.

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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