

EFRUSY KEVIN

Form 3

November 03, 2011

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â EFRUSY KEVIN

(Last) (First) (Middle)

C/O GROUPON, INC.,Â 600
WEST CHICAGO AVENUE,
SUITE 620

(Street)

CHICAGO,Â ILÂ 60654

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/03/2011

3. Issuer Name **and** Ticker or Trading Symbol
Groupon, Inc. [GRPN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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)

Class A Common Stock

33,203,928

I

See Footnote (1) (2) (3) (4) (5) (6) (7)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EFRUSY KEVIN
C/O GROUPON, INC.
600 WEST CHICAGO AVENUE, SUITE 620
CHICAGO, IL 60654

Â X Â Â Â

Signatures

/s/ David Schellhase, by Power of
Attorney

11/03/2011

__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).

Includes 31,619,652 shares of Class A Common Stock held by Accel Growth Fund L.P. ("AGF"). Accel Growth Fund Associates L.L.C. ("AGFA") is the General Partner of AGF and has sole voting and investment power with respect to the shares held by AGF. Kevin J. Efrusy is a Managing Member of AGFA and shares such voting and investment power with respect to such shares.

Includes 617,232 shares of Class A Common Stock held by Accel Growth Fund Strategic Partners L.P. ("AGFSP"). AGFA is the General Partner of AGFSP and has sole voting and investment power with respect to the shares held by AGFSP. Mr. Efrusy is a Managing Member of AGFA and shares such voting and investment power with respect to such shares.

Includes 421,296 shares of Class A Common Stock held by Accel Growth Fund Investors 2009 L.L.C. ("Investors 2009"). Mr. Efrusy is a Managing Member of Investors 2009 and shares voting and investment powers with respect to the shares owned by Investors 2009.

Includes 449,640 shares of Class A Common Stock held by Accel IX L.P. ("A9"). Accel IX Associates L.L.C. ("A9A") is the General Partner of A9 and has sole voting and investment power with respect to the shares held by A9. Mr. Efrusy is a Managing Member of A9A and shares such voting and investment power with respect to such shares.

Includes 47,864 shares of Class A Common Stock held by Accel IX Strategic Partners L.P. ("A9SP"). A9A is the General Partner of A9SP and has sole voting and investment power with respect to the shares held by A9SP. Mr. Efrusy is a Managing Member of A9SP and shares such voting and investment power with respect to such shares.

Includes 48,244 shares of Class A Common Stock held by Accel Investors 2007 L.L.C. ("Investors 2007"). Mr. Efrusy is a Managing Member of Investors 2007 and shares voting and investment powers with respect to the shares owned by Investors 2007.

(7) Mr. Efrusy disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

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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