

Groupon, Inc.  
Form 4  
March 16, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(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 400

(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)

03/14/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2017		M	3,000	A \$ 0	1,517,187	D
Common Stock	03/14/2017		F(1)	1,372	D \$ 3.93	1,515,815	D
Common Stock	03/15/2017		M	125,000	A \$ 0	1,640,815	D
Common Stock	03/15/2017		F(1)	57,125	D \$ 4	1,583,690	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(2)	03/14/2017		M	3,000	06/14/2013 <sup>(3)</sup> (3)	Common Stock 3,000
Restricted Stock Units	(2)	03/15/2017		M	125,000	03/15/2017 <sup>(4)</sup> (4)	Common Stock 125,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Williams Rich C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654	X Chief Executive Officer

## Signatures

/s/ Erin G. Stone, by Power of Attorney 03/16/2017

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) 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 Common Stock.
- (3) The restricted stock units reported on this line vested in equal increments on the 14th day of the last month of each calendar quarter through March 14, 2017.
- (4)

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500,000 of the restricted stock units reported on this line will vest in four equal quarterly installments beginning on March 15, 2017; 298,675 of the restricted stock units will vest on March 15, 2018; 232,109 of the restricted stock units will vest on March 15, 2019; and 177,043 of the restricted stock units will vest on March 15, 2020, in each case 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.

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