

Drobny Dane A
Form 4
March 19, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drobny Dane A

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST
CHICAGO AVENUE

(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)

03/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

General Counsel and Secretary

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			
Common Stock	03/15/2019		M		36,226	A	\$ 0	651,213	D	
Common Stock	03/15/2019		F ⁽¹⁾		16,049	D	\$ 3.53	635,164	D	
Common Stock	03/15/2019		M		11,621	A	\$ 0	646,785	D	
Common Stock	03/15/2019		F ⁽¹⁾		5,083	D	\$ 3.53	641,702	D	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/15/2019		M		36,226		03/15/2019(3)	(3)	Common Stock	36,226
Restricted Stock Units	(2)	03/15/2019		M		11,621		09/15/2017(4)	(4)	Common Stock	11,621

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Drobny Dane A C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654	General Counsel and Secretary

Signatures

/s/ Erin G. Stone, by Power of Attorney 03/19/2019

__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)

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36,226 of the restricted stock units reported on this line vest on each of March 15, 2019 and March 15, 2020; 72,453 of the restricted stock units reported on this line will vest on March 15, 2021; and 36,227 of the restricted stock units reported on this line will vest on March 15, 2022, in each case subject to Mr. Drobny's continued employment with the Company through the vesting date.

- (4) 46,487 of the restricted stock units reported on this line vested in equal installments quarterly beginning on June 15, 2018 and ending on March 15, 2019; and 145,180 of the restricted stock units reported on this line will vest in equal installments quarterly beginning on June 15, 2019 and ending on March 15, 2020; in each case subject to Mr. Drobny's continued employment with the Company through the 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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