

Groupon, Inc.  
Form 4  
September 17, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
KOLLURI KRISHNA KITTU

2. Issuer Name and Ticker or Trading Symbol  
Groupon, Inc. [GRPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1954 GREENSPRING  
DRIVE, SUITE 600

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

TIMONIUM, MD 21093

(City) (State) (Zip)

**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			
Class A Common Stock	09/13/2013		J <sup>(1)</sup>		20,000,000	D	\$ 0	54,184,956	I	See Note 2 <sup>(2)</sup>
Class A Common Stock	09/13/2013		J <sup>(3)</sup>		200,000	A	\$ 0	200,000	I	See Note 4 <sup>(4)</sup>
Class A Common Stock	09/13/2013		J <sup>(5)</sup>		200,000	D	\$ 0	0	I	See Note 4 <sup>(4)</sup>
Class A Common	09/13/2013		J <sup>(6)</sup>		4,016	A	\$ 0	6,626	I	See Note 7 <sup>(7)</sup>

Stock

Class A Common Stock	09/13/2013	J <sup>(8)</sup>	400	A	\$ 0	400	I	See Note 9 <sup>(9)</sup>
Class A Common Stock	09/13/2013	J <sup>(10)</sup>	400	A	\$ 0	400	I	See Note 11 <sup>(11)</sup>

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOLLURI KRISHNA KITTU 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

## Signatures

/s/ Louis Citron,  
attorney-in-fact  
09/17/2013  
Date

\*\*Signature of Reporting Person

## 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) New Enterprise Associates 12, Limited Partnership ("NEA 12") made a pro rata distribution for no consideration of an aggregate of 20,000,000 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on September 13, 2013.

(2) The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of NEA 12, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 12 in which the Reporting Person has no pecuniary interest.

(3) NEA Partners 12 received 200,000 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on September 13, 2013.

(4) The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.

(5) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 200,000 shares of Class A Common Stock of the Issuer to its limited partners on September 13, 2013.

(6) The Kolluri Living Trust dated 11/05/99, (the "Kolluri Living Trust") received 4,016 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.

(7) The securities are directly held by the Kolluri Living Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by the Kolluri Living Trust in which the Reporting Person has no pecuniary interest.

(8) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Ishaan Kolluri Trust") received 400 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.

(9) The securities are directly held by the Ishaan Kolluri Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by the Ishaan Kolluri Trust in which the Reporting Person has no pecuniary interest.

(10) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Raina Kolluri Trust") received 400 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on September 13, 2013.

(11) The securities are directly held by the Raina Kolluri Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.

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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