Groupon, Inc. Form 4 February 15, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations may continue. See Instruction

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

Common

Stock

02/14/2017

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Williams Rich		Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
		Groupo	n, Inc. [GRPN]	(Check all applicable)		
(Last)	(First) (N	, , , , , , ,	f Earliest Transaction			
	PON, INC., 600 ' AVENUE, SUIT		•	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		endment, Date Original nth/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		
CHICAGO,	, IL 60654			Person		
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri	D) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/14/2017		A(1) 98,008 A \$0	1,545,065 D		

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

 $F^{(2)}$

30,878 D

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1,514,187

D

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

Dala4: amakim

Williams Rich

C/O GROUPON, INC. X Chief Executive Officer 600 WEST CHICAGO AVENUE, SUITE 400

CHICAGO, IL 60654

Signatures

/s/ Erin G. Stone, by Power of 02/15/2017 Attorney

**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).
- Settlement of non-derivative performance share units for the one-year performance period ending December 31, 2016, granted under the (1) Groupon, Inc. 2011 Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of performance share units. This is not an open market sale of securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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