

Stevens Brian
Form 4
January 03, 2018

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 *
Stevens Brian

(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)

12/31/2017

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)

CAO & Treasurer

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	12/31/2017		M		5,550	A	\$ 0	230,643	D	
Common Stock	12/31/2017		F ⁽¹⁾		1,793	D	\$ 5.1	228,850	D	
Common Stock	12/31/2017		M		8,000	A	\$ 0	236,850	D	
Common Stock	12/31/2017		F ⁽¹⁾		2,584	D	\$ 5.1	234,266	D	
Common Stock	12/31/2017		M		17,735	A	\$ 0	252,001	D	

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Common Stock	12/31/2017	F ⁽¹⁾	7,667	D	\$ 5.1	244,334	D
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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)	12/31/2017		M		5,550		12/31/2015(3)	(3)	Common Stock	5,550
Restricted Stock Units	(2)	12/31/2017		M		8,000		12/31/2016(4)	(4)	Common Stock	8,000
Restricted Stock Units	(2)	12/31/2017		M		17,735		03/31/2016(5)	(5)	Common Stock	17,735

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Stevens Brian
C/O GROUPON, INC.
600 WEST CHICAGO AVENUE, SUITE 400
CHICAGO, IL 60654

CAO & Treasurer

Signatures

/s/ Erin G. Stone, by Power of
Attorney

01/03/2018

 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) 27,573 of the restricted stock units reported on this line vested on December 31, 2015; 27,170 of the restricted stock units vested quarterly in equal installments during calendar year 2016, beginning on March 31, 2016; and 22,202 of the restricted stock units vested quarterly in equal installments during calendar year 2017, beginning on March 31, 2017.

(4) The restricted stock units reported on this line vested quarterly in 5 equal installments, beginning on December 31, 2016.

(5) 50,874 of the restricted stock units reported on this line vested in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2016, and 70,942 of the restricted stock units reported on this line vested in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2017.

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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