

Williams Rich
Form 4
March 16, 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

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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)

03/15/2018

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	03/15/2018		M	298,675	A \$ 0	2,498,734	D
Common Stock	03/15/2018		F ⁽¹⁾	132,314	D \$ 4.55	2,366,420	D
Common Stock ⁽²⁾	03/15/2018		A ⁽²⁾	942	A \$ 0	2,367,362	D
Common Stock	03/15/2018		F ⁽¹⁾	418	D \$ 4.55	2,366,944	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 Number Shares
Restricted Stock Units	(3)	03/15/2018		M	298,675	03/15/2017 ⁽⁴⁾ <u>(4)</u>	Common Stock 298,675

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 03/16/2018

__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) Restricted stock units earned as part of an annual incentive program and granted in accordance with the terms of the Groupon, Inc. 2011 Incentive Plan. These restricted stock units are immediately vested.
- (3) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
500,000 of the restricted stock units reported on this line vested in four equal quarterly installments beginning on March 15, 2017;
- (4) 298,675 of the restricted stock units reported on this line vested on March 15, 2018; 232,109 of the restricted stock units reported on this line will vest on March 15, 2019; and 177,043 of the restricted stock units reported on this line 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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