

Groupon, Inc.  
Form 4  
October 31, 2016

**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  
Number: 3235-0287  
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2015  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEFKOFSKY ERIC P**

(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)

**10/31/2016**

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock <sup>(1)</sup>	10/31/2016		C <sup>(2)</sup>		999,984 <sup>(2)</sup>	A	\$ 0
					98,735,046 <sup>(3)</sup>	I	By Green Media LLC <sup>(4)</sup>
Common Stock <sup>(1)</sup>					1,483,690 <sup>(5)</sup> <sup>(6)</sup>	D	
Common Stock <sup>(1)</sup>					149,948 <sup>(7)</sup>	I	By 600 West Groupon LLC <sup>(8)</sup>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common Stock <sup>(1)</sup>	\$ 0	10/31/2016		C <sup>(2)</sup>	999,984 <sup>(2)</sup>	11/03/2011	10/31/2016 <sup>(1)</sup>	Common Stock	999,984
Deferred Stock Unit Award (Right to Receive)	\$ 0					<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	23,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFKOFSKY ERIC P C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654	X	X		

## Signatures

/s/ Erin G. Stone, by Power of Attorney  
10/31/2016

                    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).

On October 31, 2016, each share of the Issuer's Class A Common Stock and Class B Common Stock automatically converted on a 1-for-1 basis into a new class of stock designated Common Stock pursuant to the terms of the Issuer's amended and restated certificate of incorporation (the "Conversion").

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- (2) These shares were previously reported as shares of Class B common stock held by Mr. Lefkofsky, which automatically converted into Common Stock pursuant to the Conversion. This was not an open market purchase or sale of securities.
- (3) Prior to the Conversion, these shares were reported as shares of Class A common stock and Class B Common Stock held by Green Media LLC.
- The shares of Common Stock reported on this line are held by Green Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and
- (4) Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.
- (5) The amount of shares reported on this line includes previously reported restricted stock unit awards that are subject to Mr. Lefkofsky's continued service as a director of the Issuer through the vesting date.
- (6) Prior to the Conversion, these shares were reported as shares of Class A common stock.
- (7) Prior to the Conversion, these shares were reported as shares of Class A common stock held by 600 West Groupon LLC.
- The shares of Common Stock reported on this line are held by 600 West Groupon LLC, the manager of which is Blue Media, LLC, an
- (8) entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by 600 West Groupon LLC.
- Under the Groupon, Inc. Non-Employee Director Compensation Plan, Deferred Stock Units ("DSUs") represent a right to receive shares of the Groupon's common stock (or, in the sole discretion of the Groupon's Board of Directors following a change in control, cash, securities or a combination of cash and securities equal to the fair market value thereof) upon termination of service as a Director of
- (9) Groupon. Mr. Lefkofsky has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

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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