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Groupon, I Form 4											
February 1									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check if no lo	this box nger CTATEN		Expires:	January 31, 2005							
subject to Section 16. Form 4 or			CHAI	NGES IN SECUI	Estimated burden hou response	average urs per					
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the F	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> Kayman Brian			Symbol	er Name an on, Inc. [C		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			•	of Earliest T	_		(Check all applicable)				
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620			(Month/Day/Year) 02/09/2016				Director 10% Owner X Officer (give title Other (specify below) below) Interim CFO				
(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 				
CHICAG	D, IL 60654						Person	whole than one it	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)		
Domindan D	anort on a concrete line	for each -1-	of ac-				ar indiractly				
Keminder: K	eport on a separate lind	e for each cla	ass of sec	unues bene	Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	02/09/2016		А		124,503		03/31/2016 <u>(2)</u>	(2)	Class A Common Stock	124,50

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Kayman Brian C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654)		Interim CFO					
Signatures								
/s/ Erin G. Stone, by Power of Attorney	02/11/2016							
<u>**</u> 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) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.

(2) 56,000 of the restricted stock units reported on this line will vest in equal installments on the last day of each calendar quarter over a twelve month period beginning on March 31, 2016, and 68,503 of the restricted stock units reported on this line will vest on the last day of each calendar quarter over a twelve month period beginning on March 31, 2017, in each case subject to Mr. Kayman's 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. 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.