

Angelakis Michael J
Form 3
April 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â A-G Holdings, L.P.

(Last) (First) (Middle)

C/O ATAIROS
MANAGEMENT, L.P.,Â 40
MORRIS ROAD

(Street)

BRYN MAWR,Â PAÂ 19010

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/04/2016

3. Issuer Name **and** Ticker or Trading Symbol
Groupon, Inc. [GRPN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner

☐ Officer ☒ Other

(give title below) (specify below)

See Remarks

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration Title Amount or
Exercisable Date Number of

				Shares		or Indirect (I) (Instr. 5)	
3.25% Senior Convertible Notes due 2022 ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	46,296,300 ⁽³⁾	\$ 5.4 ⁽⁴⁾	I	See Footnote ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
A-G Holdings, L.P. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			See Remarks
Atairos Partners GP, Inc. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Atairos Partners, L.P. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Atairos Group, Inc. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
A-G Holdings GP, LLC C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Angelakis Michael J C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			See Remarks

Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President 04/14/2016

**Signature of Reporting Person

Date _____

By: ATAIROS PARTNERS L.P., by ATAIROS PARTNERS GP, INC., its general partner, by
/s/ David L. Caplan, Vice President

**Signature of Reporting Person

Date _____

By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel 04/14/2016

****Signature of Reporting Person**

Date _____

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By: A-G HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager,
by /s/ David L. Caplan, Authorized Signatory

04/14/2016

__Signature of Reporting Person

Date

By: A-G HOLDINGS, L.P., by A-G HOLDINGS GP, LLC, its general partner, by ATAIROS
GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory

04/14/2016

__Signature of Reporting Person

Date

By: /s/ Michael J. Angelakis

04/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed by more than one Reporting Person. A-G Holdings, L.P. directly beneficially owns the reported securities. A-G Holdings GP, LLC is the general partner of A-G Holdings, L.P. Atairos Group, Inc. is the sole member and manager of A-G Holdings GP, LLC and sole limited partner of A-G Holdings, L.P. Atairos Partners L.P. is the sole voting shareholder of Atairos Group, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P. Michael J. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. and serves on the board of directors of the Issuer. Each of A-G Holdings GP, LLC, Atairos Group, Inc., Atairos Partners, L.P., Atairos Partners GP, Inc. and Mr. Angelakis may be deemed to have beneficial ownership of the reported securities directly owned by A-G Holdings, L.P. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(2) The aggregate principal amount of the reported securities is \$250,000,000, and such reported securities are convertible at any time prior to the close of business on the scheduled trading day immediately preceding April 1, 2022, subject to earlier conversion or redemption in accordance with their terms.

(3) Upon conversion of the reported securities, the Issuer will deliver, at the Issuer's election, cash, shares of Class A common stock of the Issuer, par value \$0.0001 per share ("Common Stock") or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the reported securities if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 185.1852 shares of Common Stock per \$1,000 principal amount of the reported securities. The initial conversion rate is subject to adjustment from time to time in accordance with the terms of an indenture, dated as of April 4, 2016, by and between the Issuer and U.S. Bank, National Association, as trustee.

(4) The initial conversion rate of 185.1852 shares of Common Stock per \$1,000 principal amount of the reported securities is equivalent to an initial conversion price of approximately \$5.40 per share of Common Stock.

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Remarks:

ByÂ virtueÂ ofÂ theÂ votingÂ agreement,Â datedÂ asÂ ofÂ AprilÂ 4,Â 2016,Â byÂ andÂ amongÂ A-GÂ Holdings,Â L.P.

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.