### Edgar Filing: Groupon, Inc. - Form 4

Groupon, In Form 4	ic.								
May 09, 201	12								
FORM	ЛД							PPROVAL	
	UNITED	STATES SEC	CURITIES A Washington		N OMB Number:	3235-0287			
Check th if no lon subject t Section Form 4 c Form 5	iger 50 16. or Filed put		SECUR	WNERSHIP OF	Estimated burden hou response	urs per			
obligatio may con <i>See</i> Instr 1(b).	ons Section 17( ruction	(a) of the Publi		ding Con	npany Act	of 1935 or Section			
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> RAMAN KAL			2. Issuer Name <b>and</b> Ticker or Trading Symbol Groupon, Inc. [GRPN]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (		3. Date of Earliest Transaction			(Check all applicable)			
C/O GROU	JPON, INC., 600 AVENUE, SUIT	(Mor WEST 05/0	th/Day/Year) 7/2012	Tansaction		Director X_ Officer (giv below)		% Owner her (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICAGO	, IL 60654					Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder Par	nort on a senarate line	for each class of	securities here	ficially own	ed directly	or indirectly			
Kenninger: Ke	port on a separate line		seeunies benel	Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this form 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 of
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	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/07/2012		А	600,000		(2)	(2)	Class A Common Stock	600,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAMAN KAL C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654			SVP, Americas				
Signatures							
/s/ Daniel L. Horwood, by power of attorney	05/09/20	012					

\*\*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

Twenty-five percent (25%) of the restricted stock units reported on this line will vest on May 7, 2013 and the remainder of the restricted
 (2) stock units will vest quarterly in 12 equal installments, beginning on August 7, 2013, subject to Mr. Raman'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.