BARRIS PETER J

Form 4 April 22, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

BARRIS PETER J

(First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

2. Issuer Name and Ticker or Trading Symbol

Groupon, Inc. [GRPN]

3. Date of Earliest Transaction (Month/Day/Year) 04/18/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TIMONIUM, MD 21093

1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

7. Nature of 6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva (Month/Day/Year) Security or Exercise any Code Securities (Instr. 3 and 4) Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	or osed of r. 3, 4,				(Instr.
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit Award (Right to Receive)	\$ 0	04/18/2019	A	5,850	<u>(1)</u>	<u>(1)</u>	Common Stock	5,850	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X					

Signatures

/s/ Sasha Keough, attorney-in-fact 04/22/2019

**Signature of Reporting Person Dat

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).

The Reporting Person has received an exempt award of Deferred Stock Units ("DSUs") under the Issuer's Non-Employee Director
Compensation Plan. DSUs represent a right to receive shares of the Issuer's Common Stock (or, in the sole discretion of the Issuer'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 separation from service as a Director of the Issuer. The Reporting Person 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. 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.

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