Edgar Filing: Child Jason - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT O Filed pursuant to Section 17(a) of the	S SECURITIES AND EXCHANGE (Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang Public Utility Holding Company Act o) of the Investment Company Act of 19	NERSHIP OF MUMBER: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 ge Act of 1934, f 1935 or Section
(Print or Type Responses)		
1. Name and Address of Reporting Person <u>*</u> Child Jason	2. Issuer Name and Ticker or Trading Symbol Groupon, Inc. [GRPN]	 Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner
C/O GROUPON, INC., 600 WEST CHICAGO, SUITE 620	06/20/2012	Officer (give title Other (specify below) below) Chief Financial Officer
(Street) CHICAGO, IL 60654	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
(City) (State) (Zip)		Person
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dee Execution any (Month/	emed 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	Juired, Disposed of, or Beneficially Owned5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm: DirectBeneficial OwnershipOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s) (Instr. 3 and 4)Instr. 4)
Class A Common 06/20/2012 Stock	M 65,000 A 10.67	264,468 D
Class A Common 06/20/2012 Stock	$F^{(2)}$ 26,943 D $^{\text{\$}}_{10.67}$, 237,525 D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	06/20/2012		М	65,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	65,000	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Child Jason C/O GROUPON, INC. 600 WEST CHICAGO, SUITE 620 CHICAGO, IL 60654			Chief Financial Officer		
Signatures					
/s/ David Schellhase, by Power of Attorney		06/22/2012	2		
**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).

Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock. Pursuant to the terms of Mr. Child's employment agreement, 260,000 restricted stock units vested on December 20, 2011. The remainder of Mr. Child's restricted

- (1) Child's employment agreement, 200,000 resulted stock units vested on December 20, 2011. The remainder of Mil. Child's resulted stock units will vest in 16 equal installments at the end of each subsequent three month period, beginning on March 20, 2012, subject to his continued employment with the Company through each vesting date.
- (2) Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock units. This is not an open market sale of securities.

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.