Edgar Filing: Henry Daniel T - Form 4

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Henry Danie	el T										
Form 4											
August 31, 2	2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED STA					INGE CO	UNINIISSION	OMB Number:	3235-0287		
Check th	hington, D.C. 20549					January 31,					
if no lon	✓ STATENIN'	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF					Expires:	2005 kpires:			
subject to Section	01 01111	SECURITIES					Estimated average burden hours per response 0.5				
Form 4 c		Shoomines									
Form 5	Filed pursuant	to Section 1	6(a) of tl	he Securi	ties E	Exchange	Act of 1934,				
obligatio may con	tinue Section 17(a) of		•	•	· ·			ı			
See Instr		(h) of the In	vestmen	t Compar	iy Ac	t of 1940)				
1(b).											
(Print or Type)	Responses)										
、 , , , , , , , , , , , , , , , , , , ,	. ,										
1. Name and Address of Reporting Person [*] 2. Issuer				r Name and Ticker or Trading			5. Relationship of Reporting Person(s) to				
Henry Daniel T Symbol							Issuer				
Groupon, Inc. [GRPN] (Check						all applicable)					
(Last)	(First) (Middle)	3. Date of	Earliest T	ransaction			× ×		·		
			nth/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify					
C/O GROUPON, INC., 600 WEST 08/31/2 CHICAGO AVENUE			$1/2012$ \overline{below}								
			endment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)				
Filed(Mol			2				_X_ Form filed by One Reporting Person				
CHICAGO, IL 60654 — Form filed by More than One Reporting Person							eporting				
	(State) (7in)										
(City)	(State) (Zip)	Tabl	e I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of		. Transaction Date 2A. Deemed			3. 4. Securities Acquired (A			6.	7. Nature of		
Security (Month/Day/Year) Execution I (Instr. 3) any			Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Ownership Form:	Indirect Beneficial		
(1104.0)		th/Day/Year)					Owned	Direct (D)	Ownership		
							Following	or Indirect	(Instr. 4)		
					(A)		Reported Transaction(s)	(I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A				mount	(D)	\$					
Common	08/31/2012		А	20,000	А	4.1672	20,000	D			
Stock						(1)					

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. 6. Date Exercisable and ionNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price c Derivativ Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)					(3)	(3)	Class A Common Stock	9,149	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Henry Daniel T C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654	X			
Signatures				
/s/ Daniel L. Horwood, by power of attorney	f	08/31/2	2012	
**Signature of Reporting Person		Dat	e	

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 price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
 (1) line is between \$4.14 and \$4.18 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

- (2) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- 25% of the restricted stock units on this line will vest on June 19, 2013, and and the remaining restricted stock units will vest in 12 equal(3) installments at the end of each quarter, beginning on September 19, 2013, subject to Mr. Henry's continued service as a director of 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.