

Groupon, Inc.  
Form 4  
June 15, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
A-G Holdings, L.P.

(Last) (First) (Middle)  
C/O ATAIROS MANAGEMENT,  
L.P., 40 MORRIS ROAD  
(Street)

BRYN MAWR,, PA 19010

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)     | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                     |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class A Common Stock <sup>(1)</sup> | 06/13/2017                           |  | A <sup>(2)</sup>               |   | 48,701  | A  | \$ 0                              |
|                                     |                                      |  |                                |   | 91,804  | I  |                                   |
|                                     |                                      |  |                                |   |   |  | See Footnote <sup>(1)</sup>       |

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)**

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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. Transaction Code (Instr. 8) | 5. Number of Derivative 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President  | 06/15/2017 |
| __Signature of Reporting Person  | Date       |
| By: ATAIROS PARTNERS L.P., by ATAIROS PARTNERS GP, INC., its general partner,<br>by /s/ David L. Caplan, Vice President  | 06/15/2017 |
| __Signature of Reporting Person  | Date       |
| By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President  | 06/15/2017 |
| __Signature of Reporting Person  | Date       |
| By: A-G HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager,<br>by /s/ David L. Caplan, Vice President   | 06/15/2017 |
| __Signature of Reporting Person  | Date       |
| By: A-G HOLDINGS, L.P., by A-G HOLDINGS GP, LLC, its general partner, by ATAIROS<br>GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Vice President | 06/15/2017 |
| __Signature of Reporting Person  | Date       |
| By: /s/ David L. Caplan, Attorney-in-Fact  | 06/15/2017 |
| __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).
- This Form 4 is being filed by more than one Reporting Person. The reported shares underlie restricted stock units granted to Michael J. Angelakis in his capacity as a director of the Issuer. Mr. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P., which is the sole voting shareholder of Atairos Group, Inc. Atairos Group, Inc. is the sole limited partner of A-G Holdings, L.P. and sole member and manager of A-G Holdings GP, LLC, which is the general partner of A-G Holdings, L.P. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (1)
  - (2) 100% of the restricted stock units granted on June 13, 2017 will vest on June 13, 2018, subject to Mr. Angelakis' continued service as a director of the Issuer through the vesting date.

### Remarks:

By virtue of the voting agreement, dated as of April 4, 2016, by and among A-G Holdings, L.P., the Issuer, Eric Lefkofsky, Br

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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