

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**
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REPORTING OWNER

Holden Jeffrey

CIK: **1320194**

Type: **4** | Act: **34** | File No.: **001-35335** | Film No.: **13542924**

Mailing Address
1200 - 12TH AVENUE
SOUTH, SUITE 1200
SEATTLE WA 98144

ISSUER

Groupon, Inc.

CIK: **1490281** | IRS No.: **270903295** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7311** Advertising agencies

Mailing Address
600 WEST CHICAGO
AVENUE, SUITE 830
CHICAGO IL 60610

Business Address
600 WEST CHICAGO
AVENUE, SUITE 830
CHICAGO IL 60610
(312) 604-5515

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Holden Jeffrey			2. Issuer Name and Ticker or Trading Symbol Groupon, Inc. [GRPN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP - Product Management		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2013					
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) CHICAGO, IL 60654								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/18/2013		M		13,021	A	\$4.95 (1)	194,739	D	
Class A Common Stock	01/18/2013		F (2)		4,903	D	\$4.95	189,836	D	
Class A Common Stock								3,400	I	Holden Family Generation-Skipping Trust 2008

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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/18/2013		M		13,021		(3)	(3)	Class A Common Stock	13,021	\$ 0	664,027	D	

Restricted Stock Units	(1)						(4)	(4)	Class A Common Stock	431,250		431,250	D	
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Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
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.
3. One-sixth of Mr. Holden's 937,500 restricted stock units vested on April 18, 2012, and the remaining restricted stock units will vest in 60 equal installments on the 18th day of each month, beginning on May 18, 2012, subject to Mr. Holden's continued employment with the Company through each vesting date.
4. The restricted stock units will vest in 32 equal installments each quarter, beginning on July 26, 2012, subject to Mr. Holden's continued employment with the Company through each vesting date. The restricted stock units were originally scheduled to vest beginning on July 26, 2013, however the grant was amended to change the first vesting date to July 26, 2012.

Signatures

/s/ Daniel Horwood, by Power of Attorney

** Signature of Reporting Person

01/23/2012

Date

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

* 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).

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

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 Number.