

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-01**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### Schellhase David

CIK: **1294735**

Type: **4** | Act: **34** | File No.: **001-35335** | Film No.: **13661555**

Mailing Address  
*THE LANDMARK @ ONE  
MARKET  
SUITE 300  
SAN FRANCISCO CA 94105*

### 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 <b>Schellhase David</b>			2. Issuer Name and Ticker or Trading Symbol <b>Groupon, Inc. [GRPN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director      ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below)      ____ Other (specify below) <b>General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2013</b>					
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE			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 ____ Form Filed by More than One Reporting Person		
(Street) <b>CHICAGO, IL 60654</b>								
(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	03/01/2013		M		5,833	A \$5.1	136,422	D	
Class A Common Stock	03/01/2013		F <sup>(1)</sup>		1,887	D \$5.1	134,535	D	

**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					
Restricted Stock Units	(2)	03/01/2013		M		5,833		06/01/2012 <sup>(3)</sup>	(3)	Class A Common Stock	\$ 0	297,501	D	
Restricted Stock Units	(2)							01/01/2013 <sup>(4)</sup>	(4)	Class A Common Stock	129,150	129,150	D	

Restricted Stock Units	(2)						07/26/2012 <sup>(5)</sup>	(5)	Class A Common Stock	97,500		97,500	D	
Restricted Stock Units	(2)						12/15/2013 <sup>(6)</sup>	(6)	Class A Common Stock	600,000		600,000	D	

**Explanation of Responses:**

1. 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.
2. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
3. Twenty percent (20%) of the restricted stock units reported on this line vested on June 1, 2012 and the remainder of the restricted stock units will vest in 48 equal installments at the end of each month, beginning on June 30, 2012, subject to Mr. Schellhase's continued employment with the Company through each vesting date.
4. The restricted stock units reported on this line will vest in 4 equal installments each quarter, beginning on January 1, 2013, subject to Mr. Schellhase's continued employment with the Company through each vesting date.
5. The restricted stock units reported on this line will vest in 16 equal installments each quarter, beginning on July 26, 2012, subject to Mr. Schellhase's continued employment with the Company through each vesting date.
6. Twenty-five percent (25%) of the restricted stock units reported on this line will vest on December 15, 2013 and the remainder of the restricted stock units will vest quarterly in 12 equal installments, beginning on March 15, 2014, subject to Mr. Schellhase's continued employment with the Company through each vesting date.

**Signatures**

/s/ David Schellhase  
 \*\* Signature of Reporting Person

03/04/2013  
 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.**