

Totty Brian  
Form 4  
July 03, 2012

**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 \*  
Totty Brian

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 620

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP- Engineering & Operations

(Street)  
CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Class A Common Stock	06/30/2012		M		10,960	A	\$ 671,584	D	
Class A Common Stock	06/30/2012		F <sup>(2)</sup>		4,021	D	\$ 10.63	667,563	D
Class A Common Stock	07/02/2012		S		18,000 <sup>(3)</sup>	A	\$ 10.43	649,563	D

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



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In November 2010, Mr. Totty received an award of 394,560 restricted stock units, which vest in equal increments over thirty-six months beginning on December 31, 2010, subject to his continued employment with the Company through each vesting date.

- (5) In March 2012, Mr. Totty received an award of 320,000 restricted stock units, which vest in equal increments over sixteen quarters beginning on March 14, 2014, subject to his continued employment with 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.