

Thomas Melissa
Form 4
February 13, 2019

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 *
Thomas Melissa

(Last) (First) (Middle)

C/O GROUPON, INC., 600 W.
CHICAGO AVE., STE 400

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

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)
CAO & Treasurer

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 (A) or (D) Price | | | |
| Common Stock | 02/12/2019 | | A ⁽¹⁾ | 6,447 A \$ 0 | 30,651 | D | |
| Common Stock | 02/12/2019 | | F ⁽²⁾ | 2,231 D \$ 3.96 | 28,420 | D | |
| Common Stock | 02/12/2019 | | A ⁽¹⁾ | 1,263 A \$ 0 | 29,683 | D | |
| Common Stock | 02/12/2019 | | F ⁽²⁾ | 437 D \$ 3.96 | 29,246 | D | |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (3) | 02/12/2019 | | A | 75,920 | 06/05/2020 | (4) | Common Stock | 75,920 |
| Performance Share Units | (5) | 02/12/2019 | | A | 3,789 | 01/02/2020 | (6) | Common Stock | 3,789 |
| Performance Share Units | (5) | 02/12/2019 | | A | 486,708 | (7) | (7) | Common Stock | 486,708 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas Melissa C/O GROUPON, INC. 600 W. CHICAGO AVE., STE 400 CHICAGO, IL 60654 | | | CAO & Treasurer | |

Signatures

/s/ Erin G. Stone, by Power of Attorney
Date: 02/13/2019

**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).
Settlement of non-derivative performance share units for the one-year performance period ending December 31, 2018, granted under the
- (1) Groupon, Inc. 2011 Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (2) Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of performance share units. This is not an open market sale of securities.
- (3) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

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(4) The restricted stock units reported on this line will vest 1/4 annually, starting on June 5, 2020, in each case subject to Ms. Thomas' continued employment as of the vesting date.

(5) Each performance share unit represents a contingent right to receive one share of Common Stock.

The performance share units reported on this line were credited effective February 12, 2019 following certification of performance metrics applicable to the one-year performance period ending December 31, 2018. 2,526 shares will vest on January 2, 2020 and 1,263 shares will vest on January 2, 2021, in each case subject to Ms. Thomas' continuous employment with the Company as of the vesting date.

(6) Vesting of the performance share units reported on this line is contingent upon achievement of a performance metric based on the Company's stock price prior to the performance period end date of December 31, 2022. If earned, 100% of the performance share units will vest following certification of achievement of the relevant metric, subject to Ms. Thomas' continuous employment.

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.