

Thomas Melissa
Form 4
February 13, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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
__X__ Officer (give title ____ Other (specify
below) below)

CAO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
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.

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 control number.

SEC 1474
(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 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.

Edgar Filing: Thomas Melissa - Form 4

(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.

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.