

Groupon, Inc.  
Form 4  
October 31, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KEYWELL BRADLEY A**

(Last) (First) (Middle)

**C/O GROUPON, INC., 600 WEST CHICAGO AVENUE**

(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)  
**10/31/2016**

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	10/31/2016		C <sup>(2)</sup>		400,008 <sup>(2)</sup>	A	\$ 0
Common Stock <sup>(1)</sup>					30,725,038 <sup>(3)</sup>	I	
					114,035 <sup>(5)</sup> <sup>(6)</sup>	D	

by Rugger Ventures LLC <sup>(4)</sup>

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

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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 Security (Instr. 3 and 4)
Class B Common Stock <sup>(1)</sup>	\$ 0	10/31/2016		C <sup>(2)</sup>	400,008 <sup>(2)</sup>	11/03/2011 10/31/2016 <sup>(1)</sup>	Common Stock 400,000
Deferred Stock Unit Award (Right to Receive)	\$ 0					<sup>(7)</sup> <sup>(7)</sup>	Common Stock 80,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYWELL BRADLEY A C/O Groupon, Inc. 600 West Chicago Avenue Chicago, IL 60654		X		

## Signatures

/s/ Erin G. Stone, by Power of Attorney  
10/31/2016  
 \_\_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).
- (1) On October 31, 2016, each share of the Issuer's Class A Common Stock and Class B Common Stock automatically converted on a 1-for-1 basis into a new class of stock designated Common Stock pursuant to the terms of the Issuer's amended and restated certificate of incorporation (the "Conversion").
  - (2) These shares were previously reported as shares of Class B common stock held by Mr. Keywell, which automatically converted into Common Stock pursuant to the Conversion. This was not an open market purchase or sale of securities.
  - (3) Prior to the Conversion, these shares were reported as shares of Class A common stock and Class B Common Stock held by Rugger Ventures LLC.

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- (4) The shares of Common Stock reported on this line are held by Rugger Ventures LLC, an entity owned by Kimberly Keywell (80%), the wife of Bradley A. Keywell, and Mr. Keywell's children (20%).
- (5) The amount of shares reported on this line includes previously reported restricted stock unit awards that are subject to Mr. Keywell's continued service as a director of the Issuer through the respective vesting dates.
- (6) Prior to the Conversion, these shares were reported as shares of Class A common stock.

- Under the Groupon, Inc. Non-Employee Director Compensation Plan, Deferred Stock Units ("DSUs") represent a right to receive shares of the Groupon's common stock (or, in the sole discretion of the Groupon's Board of Directors following a change in control, cash, securities or a combination of cash and securities equal to the fair market value thereof) upon termination of service as a Director of Groupon. Mr. Keywell has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.
- (7) Groupon. Mr. Keywell has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

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

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