

Leonsis Theodore  
Form 3/A  
December 13, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                                                        |                                                                                       |                                                                                |                                                                                                                                                                                                                                                                                         |                                                                               |                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Leonsis Theodore</p> <p>(Last) (First) (Middle)</p> <p>C/O GROUPON, INC.,Â 600<br/>WEST CHICAGO AVENUE,<br/>SUITE 620</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60654</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/03/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Groupon, Inc. [GRPN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/03/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Class A Common Stock               | 648,770 <sup>(1)</sup>                                      | D                                                                       | Â                                                           |

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative | 5. Ownership<br>Form of<br>Derivative<br>Security: | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------|

## Edgar Filing: Leonsis Theodore - Form 3/A

|                             | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares | Security  | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|---------------------|--------------------|----------------------------|----------------------------------|-----------|------------------------------------------------|---|
| Stock Option (Right to Buy) | Â (2)               | 06/11/2019         | Class A<br>Common<br>Stock | 1,200,000<br>(1)                 | \$ 0.0467 | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| Leonsis Theodore<br>C/O GROUPON, INC.<br>600 WEST CHICAGO AVENUE, SUITE 620<br>CHICAGO, IL 60654 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ David Schellhase, by power of attorney  
12/13/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3/A is being filed to correct the share and stock option amounts listed in tables I and II, which were inadvertently misstated in

(1) the original Form 3 as 678,000 shares of Class A Common Stock and options to purchase 1,170,000 shares of Class A Common Stock, respectively. This amount was also misstated in Forms 4 filed on 2/17/2012, 4/30/2012, 6/21/2012, 8/31/2012 and 12/3/2012.

(2) The options reported on this line vested in three equal installments on June 11, 2009, June 11, 2010 and June 11, 2011.

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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