

Totty Brian
Form 4
October 01, 2012

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 *
Totty Brian

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST
CHICAGO AVENUE, SUITE 620

(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)

09/30/2012

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 below) ____ Other (specify below)

SVP- Engineering & Operations

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)
Class A Common Stock	09/30/2012		M	10,960 A	672,337	D	
Class A Common Stock	09/30/2012		F ⁽²⁾	5,117 D	\$ 4.765 667,220	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/30/2012		M		10,960		(3)	(3)	Class A Common Stock	10,960
Restricted Stock Units	(2)							(4)	(4)	Class A Common Stock	320,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Totty Brian
C/O GROUPON, INC.
600 WEST CHICAGO AVENUE, SUITE 620
CHICAGO, IL 60654

SVP- Engineering & Operations

Signatures

/s/ David Schellhase, by Power of Attorney

10/01/2012

**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) Each restricted stock unit on this line represents a contingent right to receive one share of Class A Common Stock.
- (2) Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock units. This is not an open market sale of securities.
- (3) 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.
- (4) 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.

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