

Randolfi Michael O
 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 *
 Randolfi Michael O

(Last) (First) (Middle)

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

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⁾		32,310	A	\$ 0
Common Stock	02/12/2019		F ⁽²⁾		10,112	D	\$ 3.96
Common Stock	02/12/2019		A ⁽¹⁾		14,226	A	\$ 0
Common Stock	02/12/2019		F ⁽²⁾		4,923	D	\$ 3.96

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

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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 Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)			
Restricted Stock Units	(3)	02/12/2019		A		460,123	06/05/2020 (4)	Common Stock	460,123	
Performance Share Units	(5)	02/12/2019		A		56,904	01/02/2020 (6)	Common Stock	56,904	
Performance Share Units	(5)	02/12/2019		A		1,000,000	(7) (7)	Common Stock	1,000,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Randolfi Michael O
C/O GROUPON, INC.
600 WEST CHICAGO AVENUE, SUITE 400
CHICAGO, IL 60654

CFO

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.

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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 Mr. Randolfi's 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, and will vest 25% on January 2, 2020; 50% on January 2, 2021; and 25% on January 2, 2022; in each case subject to Mr. Randolfi's 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 Mr. Randolfi's 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.

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