

LEFKOFSKY ERIC P
Form 4
June 18, 2018

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 *
LEFKOFSKY ERIC P

2. Issuer Name and Ticker or Trading Symbol
Groupon, Inc. [GRPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60654

(City) (State) (Zip)

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 | 06/14/2018 | | A ⁽¹⁾ | | 37,878 | A | \$ 0 |
| Common Stock | | | | | 1,570,269 | D | ⁽²⁾ |
| Common Stock | | | | | 26,429,994 | I | By Green Media LLC ⁽³⁾ |
| Common Stock | | | | | 19,455,000 | I | By Lefkofsky Family 2016 GRAT ⁽⁴⁾ |
| Common | | | | | 40,000,000 | I | By |

Stock

Lefkofsky
Family
2018
GRAT ⁽⁵⁾

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEFKOFSKY ERIC P C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654 | X | X | | |

Signatures

/s/ Erin G. Stone, by Power of Attorney
Date: 06/18/2018

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) 100% of the restricted stock units granted on June 14, 2018 will vest on June 14, 2019, subject to Mr. Lefkofsky's continued service as a director of the Issuer through the vesting date.

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- (2) The amount of shares reported on this line includes previously reported restricted stock unit awards that are subject to Mr. Lefkofsky's continued service as a director of the Issuer through the vesting date.

The shares of Common Stock reported on this line are held by Green Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and

- (3) Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.

- (4) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2016 GRAT.

- (5) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2018 GRAT.

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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