

LEFKOFSKY ERIC P

Form 4

April 22, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEFKOFSKY ERIC P

(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)  
04/18/2019

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | Price                                                                                                              |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 1,570,269 <sup>(1)</sup>                                                                                           | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 28,234,594                                                                                                         | I                                                                    | By Green<br>Media LLC<br><sup>(2)</sup>                           |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 10,150,400                                                                                                         | I                                                                    | By<br>Lefkofsky<br>Family<br>2016 GRAT<br><sup>(3)</sup>          |
| Common                                |                                         |                                                             |                                         |                                                                            | 40,000,000                                                                                                         | I                                                                    | By                                                                |

# Edgar Filing: LEFKOFSKY ERIC P - Form 4

Stock

Lefkofsky  
Family  
2018 GRAT  
(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|-------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|                                                             |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                                 | Date<br>Exercisable Expiration<br>Date Date                    | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares              |
| Deferred<br>Stock<br>Unit<br>Award<br>(Right to<br>Receive) | \$ 0                                                               | 04/18/2019                              |                                                             | A                                    | 5,372                                                                                                           | (5) (5)                                                        | Common<br>Stock                                                     | 5,372 \$                                            |

## Reporting Owners

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

## Signatures

/s/ Erin G. Stone, by Power of  
Attorney

04/22/2019

\*\*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).

- (1) 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

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

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

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

Mr. Lefkofsky has received an exempt award of Deferred Stock Units ("DSUs") under the Groupon, Inc. Non-Employee Director Compensation Plan. 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 separation from service as a Director of Groupon. Mr. Lefkofsky 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.

- (5)

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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