

KEYWELL BRADLEY A

Form 4

August 31, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEYWELL BRADLEY A

(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)

08/29/2012

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 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				(A) or (D)			
			Code V Amount (D) Price				
					40,825,030	I	See Footnote (1)

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
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underly (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Deferred Stock Unit (Right to Receive)	\$ 0	08/29/2012		A	6,090.487	(2) (2)	Class Comm stoc
Class B Common Stock	\$ 0					11/03/2011(3)(4) 10/31/2016(3)(4)	Class Comm Stoc
Restricted Stock Units	(6)					(7) (7)	Class Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEYWELL BRADLEY A C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654	X

Signatures

/s/ David Schellhase, by power of attorney 08/31/2012

__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) The shares of Class A Common Stock reported on this line are held by Rugger Ventures LLC, an entity owned by Kimberly Keywell (80%), the wife of Bradley A. Keywell, and Mr. Keywell's children (20%).

- (2) Mr. Keywell 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 Class A common stock (or, in the sole discretion of 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 termination of service as a Director of Groupon. The Mr. Keywell has elected to receive DSUs in lieu of the annual retainer fees payable for services on Groupon'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.

- (3) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. The Class A Common Stock and Class B Common Stock will each convert automatically into a single class of Common Stock on October 31, 2016.

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- In addition to the disclosure in footnote (3) each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by the affirmative vote or written consent of the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, whether or not for value, (subject to certain exceptions set forth in the Issuer's amended and restated certificate of incorporation), or (iii) in the event of the death or permanent mental disability (as defined in the Issuer's amended and restated certificate of incorporation) of Mr. Keywell, shares of Class B Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or permanent mental disability so long as exclusive voting control of his shares of Class B Common Stock is being exercised by another Class B stockholder.
- (4)
- (5) The shares of Class B Common Stock reported on this line are held by Rugger Ventures LLC, an entity owned by Mrs. Keywell (80%) and Mr. Keywell's children (20%).
- (6) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- 25% of the restricted stock units on this line will vest on June 19, 2013, and the remaining restricted stock units will vest in 12 equal
- (7) installments at the end of each quarter, beginning on September 19, 2013, subject to Mr. Keywell's continued service as a director of 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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