Groupon, Inc. Form 4 April 24, 2017

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

(Print or Type Responses)

(Last)

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

(First) (Middle)

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

(Street)

CHICAGO, IL 60654

2. Issuer Name and Ticker or Trading

Symbol

Groupon, Inc. [GRPN]

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

04/20/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

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January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

Code (Month/Day/Year)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

4. Securities

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any Code Securities

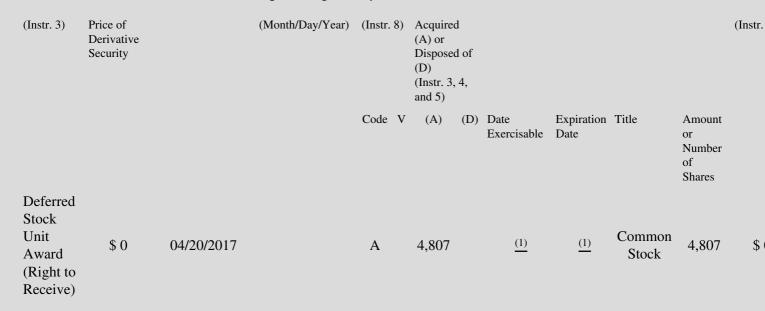
5. Number 6. Date Exercisable and Transaction of Derivative Expiration Date

(Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva Securi

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Reporting Owners

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

Signatures

/s/ Erin G. Stone, by Power of Attorney 04/24/2017

**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).

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 Groupon's 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. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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