Edgar Filing: LEVIN JOSEPH - Form 4

LEVIN JOS Form 4	EPH											
April 30, 20	18											
FORM	14 UNITED	STATES	SECU	DITIES	AND EV	CHANCI	E COMMISSIO	т	PPROVAL			
	UNITED	STATES		shington				Number:	3235-0287			
Check th if no lon subject t Section Form 4 c	ger STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(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 <u>*</u> LEVIN JOSEPH			Symbol	er Name an		Trading	5. Relationship of Reporting Person(s) to Issuer					
			Groupon, Inc. [GRPN] 3. Date of Earliest Transaction				(Check all applicable)					
(Last) (First) (Middle) C/O GROUPON, INC., 600 WEST CHICAGO AVENUE, SUITE 400			(Month/Day/Year) 04/26/2018				X_ Director 10% Owner Officer (give titleOther (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
CHICAGO	, IL 60654						Person	wore than one R	epotting			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)			
D . I D	() ()	C 1 1	C									
Keminder: Rej	port on a separate line	e for each cla	ss of sec	urities bene	Perso inforn requir	ns who re nation con ed to resp lys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit Award (Right to Receive)	\$ 0	04/26/2018	А		3,972		<u>(1)</u>	<u>(1)</u>	Common Stock	3,972	\$ (

Reporting Owners

Reporting Owner Name / Address		Relationships						
1	Director	10% Owner	Officer	Other				
LEVIN JOSEPH C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 400 CHICAGO, IL 60654) X							
Signatures								
/s/ Erin G. Stone, by Power of Attorney	04/30/2018	4/30/2018						
**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).

Mr. Levin 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

(1) 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. Levin has elected to receive DSUs in lieu of the annual retainer fees payable for services on the 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.