

Angelakis Michael J
Form 4
June 10, 2016

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 *
A-G Holdings, L.P.

(Last) (First) (Middle)
C/O ATAIROS MANAGEMENT,
L.P., 40 MORRIS ROAD

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2016

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)
See Remarks

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock ⁽¹⁾	06/08/2016		A ⁽²⁾		43,103	A	\$ 0
					43,103	I	

See Footnote ⁽¹⁾

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

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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 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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
A-G Holdings, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			See Remarks
Atairos Partners GP, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Atairos Partners, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Atairos Group, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
A-G Holdings GP, LLC C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010				See Remarks
Angelakis Michael J C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			See Remarks

Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President	06/10/2016
__Signature of Reporting Person	Date
By: ATAIROS PARTNERS, L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President	06/10/2016
__Signature of Reporting Person	Date
By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel	06/10/2016
__Signature of Reporting Person	Date
By: A-G HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory	06/10/2016
__Signature of Reporting Person	Date
By: A-G HOLDINGS, L.P., by A-G HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory	06/10/2016
__Signature of Reporting Person	Date
By: /s/ David L. Caplan, Attorney-in-Fact	06/10/2016
__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).
- This Form 4 is being filed by more than one Reporting Person. The reported shares underlie restricted stock units granted to Michael J. Angelakis in his capacity as a director of the Issuer. Mr. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P., which is the sole voting shareholder of Atairos Group, Inc. Atairos Group, Inc. is the sole limited partner of A-G Holdings, L.P. and sole member and manager of A-G Holdings GP, LLC, which is the general partner of A-G Holdings, L.P. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (1)
 - (2) 100% of the restricted stock units granted on June 8, 2016 will vest on June 8, 2017, subject to Mr. Angelakis' continued service as a director of the Issuer through the vesting date.

Remarks:

By virtue of the voting agreement, dated as of April 4, 2016, by and among A-G Holdings, L.P., the Issuer, Eric Lefkofsky, Br

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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