

Thomas Melissa
 Form 3
 December 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ^ Thomas Melissa (Last) (First) (Middle) | | 11/30/2018 | Groupon, Inc. [GRPN] | |
| C/O GROUPON, INC., ^ 600 W. CHICAGO AVE., STE 400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, ^ IL ^ 60654 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CAO & Treasurer | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 24,204 | D | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|------------------|----------------------------|-------------------|----------------------------|---|
| Restricted Stock Units | 05/22/2018 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock 59,850 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | 09/30/2019 ⁽³⁾ | Â ⁽³⁾ | Common Stock 25,641 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | 03/05/2019 ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock 53,608 | \$ ⁽²⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas Melissa C/O GROUPON, INC. 600 W. CHICAGO AVE., STE 400 CHICAGO, IL 60654 | Â | Â | Â CAO & Treasurer | Â |

Signatures

/s/ Erin G. Stone, by Power of Attorney 12/07/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units reported on this line will vest quarterly in six equal installments beginning on February 22, 2019, in each case subject to Ms. Thomas' continued employment with the Company through the applicable vesting date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (3) 100% of the restricted stock units reported on this line will vest on September 30, 2019, subject to Ms. Thomas' continued employment with the Company through the vesting date.
- (4) 13,402 of the restricted stock units reported on this line will vest on March 5, 2019; 26,804 of the restricted stock units reported on this line will vest quarterly in four equal installments beginning on June 5, 2019; and 13,402 of the restricted stock units reported on this line will vest quarterly in four equal installments beginning on June 5, 2020, in each case subject to Ms. Thomas' continued employment with the Company through the applicable 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. 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.