

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 \*

Thomas Melissa

(Last) (First) (Middle)

C/O GROUPON, INC., 600 W.  
CHICAGO AVE., STE 400

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/30/2018

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

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed (Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
CAO & Treasurer

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 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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information contained in this form are not  
required to respond unless the form displays a  
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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

# Edgar Filing: Thomas Melissa - Form 3

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

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