

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Williams Rich</u>  (Last) (First) (Middle) C/O Groupon, Inc. 600 WEST CHICAGO AVENUE, SUITE 400  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Groupon, Inc. [ GRPN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		M		25,000	A	\$0	2,107,691	D	
Common Stock	12/31/2017		F <sup>(1)</sup>		11,725	D	\$5.1	2,095,966	D	
Common Stock	12/31/2017		M		38,038	A	\$0	2,134,004	D	
Common Stock	12/31/2017		F <sup>(1)</sup>		17,840	D	\$5.1	2,116,164	D	
Common Stock	12/31/2017		M		66,338	A	\$0	2,182,502	D	
Common Stock	12/31/2017		F <sup>(1)</sup>		31,113	D	\$5.1	2,151,389	D	
Common Stock	12/31/2017		M		55,152	A	\$0	2,206,541	D	
Common Stock	12/31/2017		F <sup>(1)</sup>		25,867	D	\$5.1	2,180,674	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	12/31/2017		M		25,000	12/31/2014 <sup>(3)</sup>	(3)	Common Stock	25,000	\$0	0	D	
Restricted Stock Units	(2)	12/31/2017		M		38,038	12/31/2015 <sup>(4)</sup>	(4)	Common Stock	38,038	\$0	0	D	
Restricted Stock Units	(2)	12/31/2017		M		66,338	03/31/2016 <sup>(5)</sup>	(5)	Common Stock	66,338	\$0	1,050,149	D	
Restricted Stock Units	(2)	12/31/2017		M		55,152	12/31/2015 <sup>(6)</sup>	(6)	Common Stock	55,152	\$0	0	D	

**Explanation of Responses:**

- Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock units. This is not an open market sale of securities.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock.

3. The restricted stock units reported on this line vested in equal increments on the last day of last month of each calendar quarter through December 31, 2017.
4. 16,624 of the restricted stock units reported on this line vested on December 31, 2015, 68,900 of the restricted stock units vested quarterly in equal increments during calendar year 2016, beginning on March 31, 2016, and 152,152 of the restricted stock units vested quarterly in equal increments during calendar year 2017, beginning on March 31, 2017.
5. 75,694 of the restricted stock units reported on this line vested on the last day of each calendar quarter over a one-year period beginning on March 31, 2016; 66,338 of the restricted stock units will vest on the last day of each calendar quarter over a one-year period beginning on March 31, 2017; 140,427 of the restricted stock units will vest on the last day of each calendar quarter over a one-year period beginning on March 31, 2018; and 122,110 of the restricted stock units will vest on the last day of each calendar quarter over a nine month period beginning on March 31, 2019 with 122,111 of the restricted stock units vesting on December 31, 2019, in each case subject to Mr. Williams' continued employment with the Company through each vesting date.
6. 118,250 of the restricted stock units reported on this line vested on December 31, 2015; 81,700 of the restricted stock units vested quarterly in equal increments during calendar year 2016, beginning on March 31, 2016, and 220,609 of the restricted stock units vested quarterly in equal increments during calendar year 2017, beginning on March 31, 2017.

**Remarks:**

/s/ Erin G. Stone, by Power of 01/03/2018  
Attorney

\*\* Signature of Reporting Person      Date

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

\* 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).

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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