

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**

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>LEFKOFSKY ERIC P</u>  (Last) (First) (Middle) <u>C/O GROUPON, INC.</u> <u>600 WEST CHICAGO AVENUE</u>  (Street) <u>CHICAGO IL 60654</u>  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2018</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	03/07/2018		S <sup>(1)</sup>		750,000	D	\$4.61 <sup>(1)</sup>	88,134,994	I	By Green Media LLC <sup>(2)</sup>
Common Stock	03/08/2018		S <sup>(3)</sup>		750,000	D	\$4.59 <sup>(3)</sup>	87,384,994	I	By Green Media LLC <sup>(2)</sup>
Common Stock								1,532,391 <sup>(4)</sup>	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	(A)	(D)	Date Exercisable	Expiration Date					
Deferred Stock Unit Award (Right to Receive)	\$0.0							(5)	(5)	Common Stock	45,577	45,577	D	

**Explanation of Responses:**

- The transactions reported in this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The reported price reflects the weighted average sale price per share for the transactions on March 7, 2018. The price per share for such transactions ranged from \$4.57 to \$4.66. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- The shares of Common Stock reported on this line are held by Green Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.
- The transactions reported in this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The reported price reflects the weighted average sale price per share for the transactions on March 8, 2018. The price per share for such transactions ranged from \$4.56 to \$4.66. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- The amount of shares reported on this line includes previously reported restricted stock unit awards that are subject to Mr. Lefkofsky's continued service as a director of the Issuer through the vesting date.

5. Under the Groupon, Inc. Non-Employee Director Compensation Plan, Deferred Stock Units ("DSUs") represent a right to receive shares of the Groupon's Common Stock (or, in the sole discretion of the Groupon's Board 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. Lefkofsky has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer'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.

**Remarks:**

/s/ Erin G. Stone, by Power of Attorney      03/09/2018

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**