**BARRIS PETER J** Form 4

July 20, 2017

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

obligations may continue. See Instruction 1(b).

Form 5

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 \*

**BARRIS PETER J** 

(Last)

(First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Symbol

Groupon, Inc. [GRPN]

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

07/18/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Issuer

below)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Instr. 3)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Form: Direct

X\_ Director

Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

(I) (Instr. 4)

Indirect (D) or Indirect Beneficial Ownership

(9-02)

7. Nature of

(Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

(Check all applicable)

Estimated average

burden hours per

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of **SEC 1474** 

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

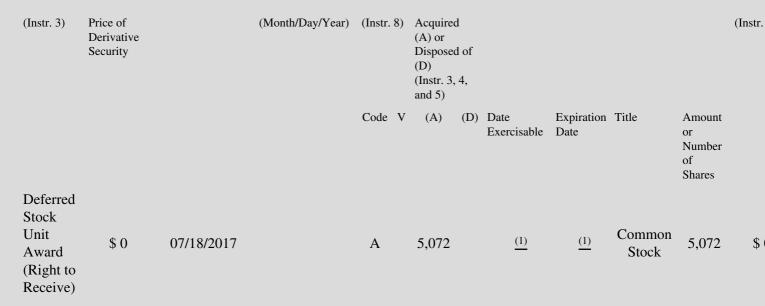
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva

Securi

#### Edgar Filing: BARRIS PETER J - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

# **Signatures**

/s/ Sasha Keough, attorney-in-fact 07/20/2017

\*\*Signature of Reporting Person Da

## **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).

The Reporting Person has received an exempt award of Deferred Stock Units ("DSUs") under the Issuer's Non-Employee Director
Compensation Plan. DSUs represent a right to receive shares of the Issuer's Common Stock (or, in the sole discretion of the Issuer'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 the Issuer. The Reporting Person 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.

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.

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