

LEFKOFSKY ERIC P

Form 4

December 07, 2018

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEFKOFSKY ERIC P

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST
CHICAGO AVENUE

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Groupon, Inc. [GRPN]

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

12/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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	12/06/2018		S <u>(1)</u>		1,500,000	D	\$ 3.04	32,734,594	I	By Green Media LLC <u>(2)</u>
Common Stock	12/07/2018		S <u>(3)</u>		1,500,000	D	\$ 3.09	31,234,594	I	By Green Media LLC <u>(2)</u>
Common Stock								1,570,269 <u>(4)</u>	D	
Common Stock								10,150,400	I	By Lefkofsky Family

Common
Stock

40,000,000 I

2016
GRAT ⁽⁵⁾By
Lefkofsky
Family
2018
GRAT ⁽⁶⁾

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

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 control number.SEC 1474
(9-02)**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFKOFSKY ERIC P C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654	X	X		

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 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).

(1) 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 December 6, 2018. The price per share for such transactions ranged from \$2.99 to \$3.09. 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.

(2) 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.

(3) 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 December 7, 2018. The price per share for such transactions ranged from \$3.06 to \$3.15. 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.

(4) 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) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2016 GRAT.

(6) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2018 GRAT.

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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