

Drobny Dane A  
Form 4  
March 19, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Drobny Dane A

(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)  
03/15/2019

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)  
General Counsel and Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2019		M		36,226	A	\$ 0
Common Stock	03/15/2019		F <sup>(1)</sup>		16,049	D	\$ 3.53
Common Stock	03/15/2019		M		11,621	A	\$ 0
Common Stock	03/15/2019		F <sup>(1)</sup>		5,083	D	\$ 3.53

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



## Edgar Filing: Drobny Dane A - Form 4

36,226 of the restricted stock units reported on this line vest on each of March 15, 2019 and March 15, 2020; 72,453 of the restricted stock units reported on this line will vest on March 15, 2021; and 36,227 of the restricted stock units reported on this line will vest on March 15, 2022, in each case subject to Mr. Drobny's continued employment with the Company through the vesting date.

- (4) 46,487 of the restricted stock units reported on this line vested in equal installments quarterly beginning on June 15, 2018 and ending on March 15, 2019; and 145,180 of the restricted stock units reported on this line will vest in equal installments quarterly beginning on June 15, 2019 and ending on March 15, 2020; in each case subject to Mr. Drobny's continued employment with the Company through the 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.

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.