Groupon, Inc. Form 3

November 03, 2011

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

(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, **SUITE 620**

1. Title of Security

(Instr. 4)

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

11/03/2011

Groupon, Inc. [GRPN]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

5. If Amendment, Date Original

(Check all applicable)

X 10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHICAGO. ILÂ 60654

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Class A Common Stock 109,364,216

I See Footnote (1)

18,875,208

Ι

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

Class A Common Stock

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

Ownership Form of

6. Nature of Indirect Beneficial

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Class B Common Stock	11/03/2011(3)(4)	10/31/2016(3)(4)	Class A Common Stock	999,984	\$ 0	I	See Footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEFKOFSKY ERIC P						
C/O GROUPON, INC.	â v	ÂΧ	â	â		
600 WEST CHICAGO AVENUE, SUITE 620	АЛ	АЛ	A	A		
CHICAGO, IL 60654						

Signatures

/s/ David Schellhase, by Power of Attorney

11/03/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 shares of Class A 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 shares of Class A Common Stock reported on this line are held by 600 West Groupon LLC, the manager of which is Blue Media, (2) LLC, an entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by 600 West Groupon LLC.
- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. The Class A Common Stock and Class B Common Stock will each convert automatically into a single class of Common Stock on October 31, 2016.
 - In addition to the disclosure in footnote (3) each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by the affirmative vote or written consent of the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, whether or not for value, (subject to certain exceptions set forth in the Issuer's
- amended and restated certificate of incorporation), or (iii) in the event of the death or permanent mental disability (as defined in the Issuer's amended and restated certificate of incorporation) of Mr. Lefkofsky, shares of Class B Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or permanent mental disability so long as exclusive voting control of his shares of Class B Common Stock is being exercised by another Class B stockholder.
- (5) The shares of Class B Common Stock reported on this line are held by Green Media, LLC, an entity owned by Mr. Lefkofsky (50%) and Mrs. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.

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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