

Groupon, Inc.  
Form 4  
August 16, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DRANT RYAN D

(Last) (First) (Middle)

1954 GREENSPRING  
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Groupon, Inc. [GRPN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/14/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (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

**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   |  |   |                           |
| Class A Common Stock            | 08/14/2013                           |  | J <sup>(1)</sup>               |   | 13,000,000 | D          | \$ 0  | 74,184,956   | I   | See Note 2 <sup>(2)</sup> |
| Class A Common Stock            | 08/14/2013                           |  | J <sup>(3)</sup>               |   | 130,000    | A          | \$ 0  | 130,000  | I   | See Note 4 <sup>(4)</sup> |
| Class A Common Stock            | 08/14/2013                           |  | J <sup>(5)</sup>               |   | 130,000    | D          | \$ 0  | 0  | I   | See Note 4 <sup>(4)</sup> |
| Class A Common                  | 08/14/2013                           |  | J <sup>(6)</sup>               |   | 6,923      | A          | \$ 0  | 6,923  | D   |                           |



## 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) New Enterprise Associates 12, Limited Partnership ("NEA 12") made a pro rata distribution for no consideration of an aggregate of 13,000,000 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on August 14, 2013.

The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of NEA 12, the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 12 in which the Reporting Person has no pecuniary interest.

- (3) NEA Partners 12 received 130,000 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on August 14, 2013.

The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.

- (5) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 130,000 shares of Class A Common Stock of the Issuer to its limited partners on August 14, 2013.

- (6) The Reporting Person received 6,923 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 14, 2013.

- (7) New Enterprise Associates, LLC ("NEA LLC") received 27,595 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 14, 2013.

The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.62 to \$9.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9) to this Form 4.

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.