Thomas Melissa
Form 3
December 07, 2018

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Thomas Melissa
(Last) (First) (Middle)

C/O GROUPON, INC.,Â 600 W. CHICAGO AVE., STE 400
(Street)

CHICAGO,Â ILÂ 60654
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/30/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CAO & Treasurer

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,204	D	Â

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

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	05/22/2018 (1)	Â (1)	Common Stock	59,850	$ (2)	D	Â
Restricted Stock Units	09/30/2019 (3)	Â (3)	Common Stock	25,641	$ (2)	D	Â
Restricted Stock Units	03/05/2019 (4)	Â (4)	Common Stock	53,608	$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Melissa C/O GROUPON, INC. 600 W. CHICAGO AVE., STE 400 CHICAGO,Â ILÂ 60654	Â	Â	Â CAO & Treasurer	Â

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 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).

(1) The restricted stock units reported on this line will vest quarterly in six equal installments beginning on February 22, 2019, in each case subject to Ms. Thomas' continued employment with the Company through the applicable vesting date.

(2) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

(3) 100% of the restricted stock units reported on this line will vest on September 30, 2019, subject to Ms. Thomas' continued employment with the Company through the vesting date.

(4) 13,402 of the restricted stock units reported on this line will vest on March 5, 2019; 26,804 of the restricted stock units reported on this line will vest quarterly in four equal installments beginning on June 5, 2019; and 13,402 of the restricted stock units reported on this line will vest quarterly in four equal installments beginning on June 5, 2020, in each case subject to Ms. Thomas' continued employment with the Company through the applicable 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.
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