

Groupon, Inc.  
Form SC 13G/A  
February 13, 2013

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Groupon, Inc.

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(Name of Issuer)

Class A Common Stock, \$.0001 par value per share

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(Title of Class of Securities)

399473107

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(CUSIP Number)

December 31, 2012

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

New Enterprise Associates 12, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

6 0 shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

7 87,184,956 shares  
SOLE DISPOSITIVE POWER

REPORTING

PERSON  
WITH

8 0 shares  
SHARED DISPOSITIVE POWER

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,184,956 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

NEA Partners 12, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 87,184,956 shares

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 0 shares

8 SHARED DISPOSITIVE POWER

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,184,956 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

NEA 12 GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

87,184,956 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,184,956 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAMES OF REPORTING PERSONS

M. James Barrett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 87,184,956 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH 8 SHARED DISPOSITIVE POWER

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,184,956 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Peter J. Barris

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 15,420 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 87,184,956 shares

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 15,420 shares

8 SHARED DISPOSITIVE POWER

WITH

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,200,376 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAMES OF REPORTING PERSONS

Forest Basket

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

87,184,956 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0 shares  
8 SHARED DISPOSITIVE POWER

WITH

87,184,956 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,184,956 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



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1 NAMES OF REPORTING PERSONS

Ryan D. Drant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5

SOLE VOTING POWER

NUMBER OF  
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING

87,184,956 shares