

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

CAO & Treasurer

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 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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	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, IL 60654	Â	Â	Â CAO & Treasurer	Â

Signatures

/s/ Erin G. Stone, by Power of Attorney
Date 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.

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.