

SCHULTZ HOWARD D
Form 3
November 03, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SCHULTZ HOWARD D		(Month/Day/Year)	Groupon, Inc. [GRPN]	
(Last)	(First)	(Middle)	11/03/2011	
C/O GROUPON, INC.,Â 600 WEST CHICAGO AVENUE, SUITE 620			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO,Â ILÂ 60654			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input type="checkbox"/> Other	
			(give title below)	(specify below)

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)
Class A Common Stock	633,112	D	Â
Class A Common Stock	1,134,538	I	See Footnote <u>(1)</u>
Class A Common Stock	94,966	I	See Footnote <u>(2)</u>
Class A Common Stock	36,720	I	See Footnote <u>(3)</u>

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)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	Â (4)	02/01/2021	Class A Common Stock	120,000 \$ 7.9	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ HOWARD D C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654	Â X	Â	Â	Â

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).
- (1) The shares of Class A Common Stock reported in this line are held by Maveron Equity Partners IV, L.P. Mr. Schultz has an economic membership interest in, but is not a manager of, Maveron General Partner IV LLC, the general partner of Maveron Equity Partners IV, L.P.
- (2) The shares of Class A Common Stock reported in this line are held by MEP Associates IV, L.P. Mr. Schultz is a limited partner of MEP Associates IV, L.P. and has an economic membership interest in, but is not a manager of, Maveron General Partner IV LLC, the general partner of MEP Associates IV, L.P.
- (3) The shares of Class A Common Stock reported in this line are held by Maveron IV Entrepreneurs' Fund, L.P. Mr. Schultz has an economic membership interest in, but is not a manager of, Maveron General Partner IV LLC, the general partner of Maveron IV Entrepreneurs' Fund, L.P.
- (4) One-fourth of the stock options reported on this line vested on February 1, 2011. The remaining stock options reported on this line will vest in equal installments on May 31, 2012, May 31, 2013 and May 31, 2014, subject to Mr. Schultz's continued service on the Board of Directors through each 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.