

Groupon, Inc.
Form 4
August 16, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOLLURI KRISHNA KITTU

(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 ⁽¹⁾		13,000,000	D	\$ 0 74,184,956	I	See Note 2 ⁽²⁾
Class A Common Stock	08/14/2013		J ⁽³⁾		130,000	A	\$ 0 130,000	I	See Note 4 ⁽⁴⁾
Class A Common Stock	08/14/2013		J ⁽⁵⁾		130,000	D	\$ 0 0	I	See Note 4 ⁽⁴⁾
Class A Common Stock	08/14/2013		J ⁽⁶⁾		2,610	A	\$ 0 2,610	I	See Note 7 ⁽⁷⁾

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) w 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.
- (2) 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.
- (3) 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.
- (4) The Kolluri Living Trust dated 11/05/99, (the "Kolluri Living Trust") received 2,610 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 14, 2013.
- The securities are directly held by the Kolluri Living Trust. 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 the Kolluri Living Trust in which the Reporting Person has no pecuniary interest.
- (5) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Ishaan Kolluri Trust") received 260 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 14, 2013.
- The securities are directly held by the Ishaan Kolluri Trust. 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 the Ishaan Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (6) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Raina Kolluri Trust") received 260 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 14, 2013.
- The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (7) The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (8) The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (9) The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (10) The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (11) The securities are directly held by the Raina Kolluri Trust. 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 the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.

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.