

EFRUSY KEVIN
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 EFRUSY KEVIN | | (Month/Day/Year) | Groupon, Inc. [GRPN] | |
| (Last) | (First) | 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 <input type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| | | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 33,203,928 | I | See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EFRUSY KEVIN C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO, IL 60654 | X | X | X | X |

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) Includes 31,619,652 shares of Class A Common Stock held by Accel Growth Fund L.P. ("AGF"). Accel Growth Fund Associates L.L.C. ("AGFA") is the General Partner of AGF and has sole voting and investment power with respect to the shares held by AGF. Kevin J. Efrusy is a Managing Member of AGFA and shares such voting and investment power with respect to such shares.
 - (2) Includes 617,232 shares of Class A Common Stock held by Accel Growth Fund Strategic Partners L.P. ("AGFSP"). AGFA is the General Partner of AGFSP and has sole voting and investment power with respect to the shares held by AGFSP. Mr. Efrusy is a Managing Member of AGFA and shares such voting and investment power with respect to such shares.
 - (3) Includes 421,296 shares of Class A Common Stock held by Accel Growth Fund Investors 2009 L.L.C. ("Investors 2009"). Mr. Efrusy is a Managing Member of Investors 2009 and shares voting and investment powers with respect to the shares owned by Investors 2009.
 - (4) Includes 449,640 shares of Class A Common Stock held by Accel IX L.P. ("A9"). Accel IX Associates L.L.C. ("A9A") is the General Partner of A9 and has sole voting and investment power with respect to the shares held by A9. Mr. Efrusy is a Managing Member of A9A and shares such voting and investment power with respect to such shares.
 - (5) Includes 47,864 shares of Class A Common Stock held by Accel IX Strategic Partners L.P. ("A9SP"). A9A is the General Partner of A9SP and has sole voting and investment power with respect to the shares held by A9SP. Mr. Efrusy is a Managing Member of A9SP and shares such voting and investment power with respect to such shares.
 - (6) Includes 48,244 shares of Class A Common Stock held by Accel Investors 2007 L.L.C. ("Investors 2007"). Mr. Efrusy is a Managing Member of Investors 2007 and shares voting and investment powers with respect to the shares owned by Investors 2007.
 - (7) Mr. Efrusy disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

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.