Leonsis Theodore
Form 3/A
December 13, 2012

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 Leonsis Theodore
(Last) (First) (Middle)

C/O GROUPON, INC.,Â 600 WEST CHICAGO AVENUE, SUITE 620
(Street)

CHICAGO,Â ILÂ 60654
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/03/2011

3. Issuer Name **and** Ticker or Trading Symbol
Groupon, Inc. [GRPN]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
11/03/2011

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 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	648,770 (1)	D	Â

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)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	06/11/2019	Class A Common Stock	1,200,000 (1)	$ 0.0467	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leonsis Theodore C/O GROUPON, INC. 600 WEST CHICAGO AVENUE, SUITE 620 CHICAGO,Â ILÂ 60654	Â X	Â	Â	Â

Signatures

/s/ David Schellhase, by power of attorney	12/13/2012
**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) This Form 3/A is being filed to correct the share and stock option amounts listed in tables I and II, which were inadvertently misstated in the original Form 3 as 678,000 shares of Class A Common Stock and options to purchase 1,170,000 shares of Class A Common Stock, respectively. This amount was also misstated in Forms 4 filed on 2/17/2012, 4/30/2012, 6/21/2012, 8/31/2012 and 12/3/2012.

(2) The options reported on this line vested in three equal installments on June 11, 2009, June 11, 2010 and June 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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