

Groupon, Inc.  
Form SC 13G/A  
February 13, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)\*

Groupon, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

399473107

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 14

Exhibit Index on Page 12

Page 2 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Growth Fund L.P. ("AGF")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN

Page 3 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Growth Fund Strategic Partners L.P. ("AGFSP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING PERSON WITH 0 shares.  
6 SHARED VOTING POWER  
0 shares.  
7 SOLE DISPOSITIVE POWER  
0 shares.  
8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN

Page 4 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Growth Fund Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING 0 shares.  
PERSON  
WITH  
6 SHARED VOTING POWER  
0 shares.  
7 SOLE DISPOSITIVE POWER  
0 shares.  
8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%  
12 TYPE OF REPORTING PERSON OO

Page 5 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Growth Fund Investors 2009 L.L.C. ("AGFI09")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES

BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING 0 shares.  
PERSON  
WITH

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON OO

Page 6 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel IX L.P. ("A9")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES

BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING 0 shares.  
PERSON  
WITH

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN

Page 7 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel IX Strategic Partners L.P. ("A9SP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING PERSON WITH 0 shares.

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN



Page 8 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel IX Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON OO

Page 9 of 14

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Investors 2007 L.L.C. ("AI07")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH 5 SOLE VOTING POWER  
REPORTING 0 shares.  
PERSON  
WITH

6 SHARED VOTING POWER  
0 shares.  
7 SOLE DISPOSITIVE POWER  
0 shares.  
8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON OO

This Amendment No. 1 amends the statement on Schedule 13G filed by Accel Growth Fund L.P., a Delaware limited partnership (“AGF”), Accel Growth Fund Strategic Partners L.P., a Delaware limited partnership (“AGFSP”), Accel Growth Fund Investors 2009 L.L.C., a Delaware limited liability company (“AGFI09”), Accel IX L.P., a Delaware limited partnership (“A9”), Accel IX Strategic Partners L.P., a Delaware limited partnership (“A9SP”), Accel Investors 2007 L.L.C., a Delaware limited liability company (“AI07”), Accel Growth Fund Associates L.L.C., a Delaware limited liability company and the general partner of AGF and AGFSP (“AGFA”), and Accel IX Associates L.L.C., a Delaware limited liability company and the general partner of A9 and A9SP (“A9A”). The foregoing entities are collectively referred to as the “Reporting Persons.” Only those items to which there has been a change are included in this Amendment No. 1.

#### ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2012:

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
  
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
  
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
  
  - (ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

Page 11 of 14

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2013

Entities:

Accel Growth  
Fund L.P.  
Accel Growth Fund Strategic  
Partners L.P.  
Accel Growth Fund Investors  
2009 L.L.C.  
Accel IX L.P.  
Accel IX Strategic Partners L.P.  
Accel Investors 2007 L.L.C.  
Accel Growth Fund Associates  
L.L.C.  
Accel IX Associates L.L.C.

By: /s/ Tracy L. Sedlock  
Tracy L. Sedlock, Attorney-in-fact  
for above-listed entities

Page 12 of 14

EXHIBIT INDEX

<u>Exhibit</u>	<u>Document Description</u>	<u>Sequentially Numbered Page</u>
Exhibit A	Agreement of Joint Filing	13
Exhibit B	Reference to Tracy L. Sedlock as Attorney-in-Fact	14

Page 13 of 14

exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Groupon, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated: February 13, 2013

Entities:

Accel Growth Fund L.P.  
Accel Growth Fund Strategic Partners L.P.  
Accel Growth Fund Investors 2009 L.L.C.  
Accel IX L.P.  
Accel IX Strategic Partners L.P.  
Accel Investors 2007 L.L.C.  
Accel Growth Fund Associates L.L.C.  
Accel IX Associates L.L.C.

By: /s/ Tracy L. Sedlock  
Tracy L. Sedlock, Attorney-in-fact  
for above-listed entities

Page 14 of 14

EXHIBIT B

**REFERENCE TO TRACY L. SEDLOCK AS ATTORNEY-IN-FACT**

Tracy L. Sedlock has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.