

Groupon, Inc.
Form SC 13G/A
February 09, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Groupon, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

3994731079
(CUSIP Number)

December 31, 2015
(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 the 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).

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)
2	Carmignac Gestion Che(ck) ☐ the (b) ☐ Appropriate Box if a Member of a Group SEC Use Only
3	Citizenship or Place of Organization
4	France
Number of Shares Beneficially Owned by Each Reporting Person with	5 Sole Voting Power 0 6 Shared Voting Power 0 7 Sole Dispositive Power 0 8 Shared Dispositive Power

9	0 Aggregate Amount Beneficially Owned by Each Reporting Person
10	0 Check] if the Aggregate Amount in Row (9) Excludes Certain Shares
11	Percent of Class Represented by Amount in Row 9
12	0% Type of Reporting Person FI

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Item(a) Name of Issuer:

1.
Groupon, Inc.

(b) Address of Issuer's Principal Executive Offices:

600 West Chicago Avenue, Suite 400
Chicago, IL 60654

Item(a) Name of Persons Filing:

2.
Carmignac Gestion

(b) Address of Principal Business Office or, if none, Residence :

24 Place Vendome
Paris, France 75001

(c) Citizenship:

France

(d) Title of Class of Securities:

Class A Common Stock

(e) CUSIP Number:

3994731079.

ItemIf this

3. statement is
filed pursuant
to Sections
240.13d-1(b)
or
240.13d-2(b)
or (c), check
whether the
person filing
is a:

(a) ☐ Broker or dealer
registered under
Section 15 of the Act.

(b)

- ☐ Bank as defined in Section 3(a)(6) of the Act.
 - (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act.
 - (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940.
 - (e) ☐ An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
 - (f) ☐ An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
 - (g) ☐ A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
 - (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
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- (j) ☒ A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), Carmignac please specify the type of investment adviser institution: Gestion is an organized investment adviser under the laws of France.

Item 4. Ownership.

4.

- (a) Amount Beneficially Owned:
- 0
- (b) Percent of Class:
- 0%
- (c) Number of Shares as to which the person has:
- (i) sole power to vote or to direct the vote:
- 0
- (ii) shared power to vote or direct the vote: 0

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

0

(iv) shared power to dispose or to direct the disposition of: 0

Item Ownership of Five Percent

5. 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]

Item Ownership of More than

6. Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification

and
Classification of
Subsidiaries
Which Acquired
the Security
Being Reported
on by the Parent
Holding
Company or
Control Person.

Not Applicable

Item 8. Identification

and
Classification of
Members of the
Group.

Not Applicable

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Item Notice of Dissolution of Group.

9.

Not Applicable

Item Certification:

10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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.

Date: February 9, 2016

CARMIGNAC GESTION

By: /s/ Cyril Billioud

Name: Cyril Billioud

Title: Head of Legal Department