

Quotient Technology Inc.
Form 4
February 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
Boal Steven R.

(Last) (First) (Middle)

C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quotient Technology Inc. [QUOT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/20/2016 | 02/20/2016 | M | | 81,250 | A | \$ 0 |
| Common Stock | 02/22/2016 | 02/22/2016 | S ⁽¹⁾ | | 34,214 | D | 8.0784 |
| Common Stock | | | | | | | 3,954,976 |
| Common Stock | | | | | | | 454,733 |
| | | | | | | | 454,733 |

By Family Trust ⁽³⁾

By Trust ⁽⁴⁾

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| | | | | |
|--------------|-------|---|--|-------------------------------|
| Common Stock | | | | By Wife Trust ⁽⁵⁾ |
| Common Stock | 3,237 | I | | By child trust ⁽⁶⁾ |
| Common Stock | 3,237 | I | | By child trust ⁽⁷⁾ |
| Common Stock | 3,237 | I | | By child trust ⁽⁸⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 ⁽⁹⁾ | 02/20/2016 | 02/20/2016 | M | 37,500 | ⁽¹⁰⁾ / ⁽¹⁰⁾ | Common Stock | 37,500 |
| Restricted Stock Unit | \$ 0 ⁽⁹⁾ | 02/20/2016 | 02/20/2016 | M | 43,750 | ⁽¹¹⁾ / ⁽¹¹⁾ | Common Stock | 43,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boal Steven R. C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043 | X | | CEO | |

Signatures

/s/Connie Chen Atty-in-Fact for Steven
R. Boal

02/24/2016

__Signature of Reporting Person

Date

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) The sales reported on this Form 4 were sold by the reporting person pursuant to an Issuer approved "Sales to Cover Plan" in order to cover withholding taxes incident to the vesting of the restricted stock units.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.58 to \$8.46, inclusive. The reporting person undertakes to provide Quotient Technology Inc., any security holder of Quotient Technology Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- (2) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (3) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (4) These shares are held directly by Steven R. Boal TTEE of the Michelle L. Boal Annuity Trust dated December 6, 2013.
- (5) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (6) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (7) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.
- (8) The par value of QUOT common stock is \$0.00001 per share
- (9) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/4th of the restricted stock unit continues to vest annually and shares will be delivered to reporting person on each vest date.
- (10) 1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/4th of the restricted stock unit continues to vest annually and shares will be delivered to reporting person on each vest date.

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.