

Boal Steven R.  
Form 4  
May 18, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

02/17/2017

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)  
Executive Chairman

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)			
Common Stock	02/17/2017		M	V	25,000	A	\$ 0	3,406,635 <sup>(1)</sup> <sub>(2)</sub>	D	
Common Stock					2,882	I				By Family Trust <sup>(2)</sup> <sub>(3)</sub>
Common Stock					454,733	I				By GRAT <sup>(4)</sup>
Common Stock					454,733	I				By Wife GRAT <sup>(5)</sup>
Common Stock					3,237	I				By Child Trust <sup>(6)</sup>



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- (2) The number of derivative securities reported in column 5 reflects the number of shares held by the reporting person as of the filing date of this Form 4 and gives effect to all other amendments filed by the reporting person as of the date hereof.
- (3) These shares are held directly by the SMSEJ Family Trust U/A dated July 18,2005 of which Mr. Boal is a co-trustee.
- (4) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (5) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
- (6) These shares are directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (7) These shares are directly held by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (8) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.
- (9) The par value of QUOT common stock is \$0.00001 per share  
1/4th of the restricted stock unit granted on February 17, 2016 became vested on February 17, 2017 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (10)

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.