Aamir Mir M Form 4 December 04, 2018

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Eychange Act of 1034

obligations may continue. *See* Instruction

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(b).

(City)

1. Name and Address of Repor	rting Person
Aamir Mir M	

2. Issuer Name **and** Ticker or Trading Symbol

Quotient Technology Inc. [QUOT]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2018 (Check all applicable)
_X__ Director _____ 10% Owner

President and CEO

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVENUE

(Street)

(State)

(Zin)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Officer (give title

below)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	Tabl	e I - Noi	n-D	erivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8		4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2018		G	V	15,000	D	\$0	1,038,930 (1)	D	
Common Stock	12/01/2018		F		7,871 (2)	D	\$ 12.29	1,031,059 (1)	D	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Aamir Mir M C/O QUOTIENT TECHNOLOGY INC. **400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043**

President and CEO

Signatures

/s/ Margaret Tong, Attorney-in-Fact for Mir **Aamir**

12/04/2018

**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).
- The total includes 566,000 shares underlying outstanding Restricted Stock Units (the "RSUs") that were previously reported in Table II of (1) the Form 4s filed with the Securities and Exchange Commission on February 11, 2015, February 19, 2016, August 8, 2016, April 21, 2017, and March 5, 2018.
- Represents the number of shares withheld by and surrendered to the Issuer on December 1, 2018, to satisfy tax withholding obligations (2) that arose in connection with the vesting of the RSUs for 254,000 shares. The RSUs vest in 6.25% quarterly installments over a four-year period from March 1, 2018.

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.

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