

Boal Steven R.
Form 4
March 14, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

03/12/2019

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2019		G	V 127,533 (1)	D \$ 0 0	I	By GRAT (2)
Common Stock	03/12/2019		G	V 127,533 (3)	D \$ 0 0	I	By Wife GRAT (4)
Common Stock	03/12/2019		G	V 255,066 (5)	A \$ 0 912,348	I	By Family Trust (6)
Common Stock					3,237	I	By Child Trust (7)
Common Stock					3,237	I	By Child Trust (8)

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Common Stock	3,237	I	By Child Trust ⁽⁹⁾
Common Stock	3,482,702	D	

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

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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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		Executive Chairman	

Signatures

/s/ Margaret Tong, Attorney-in-Fact for Steven R. Boal 03/14/2019

**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) Represents shares transferred by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013 (the "Annuity Trust of Mr. Boal"). Mr. Boal simultaneously contributed these shares to the Steven R. Boal & Michelle Boal TTEE SMSEJ Family Trust U/A

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dated July 18, 2005 of which Mr. Boal is a co-trustee.

- (2) These shares were held directly by the Annuity Trust of Mr. Boal.
Represents shares transferred by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013 (the "Annuity Trust of Mrs. Boal"). Mrs. Boal simultaneously contributed these shares to the SMSEJ Family Trust U/A/ dated July 19, 2005 of which Mrs. Boal is a co-trustee.
- (4) These shares were held directly by Annuity Trust of Mrs. Boal.
- (5) Represents 127,533 shares contributed by the Annuity Trust of Mr. Boal and 127,533 shares by the Annuity Trust of Mrs. Boal.
- (6) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (7) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (8) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (9) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.

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.