Quotient Technology Inc.

Form 4

January 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

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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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Add Chen Connie	lress of Repor	ting Person *	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	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.			01/04/2017	X Officer (give title Other (spe below) below) GC., Secr. and Compliance Off			
(Street) MOUNTAIN VIEW, CA 94043			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` '	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	01/04/2017		M	18,750	A	\$ 0	29,758	D	
Common Stock	01/05/2017		S(1)	8,010	D	\$ 11.0127 (2)	21,748	D	
Common Stoke	01/06/2017		S(3)	2,685	D	\$ 10.9	19,063	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (4)	01/04/2017		M	18,750	<u>(5)</u>	<u>(5)</u>	Common Stock	18,750	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chen Connie C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVE.

GC., Secr. and Compliance Off.

MOUNTAIN VIEW, CA 94043

Signatures

/s/Margaret Tong Atty-in-Fact for Connie Chen

01/06/2017

**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 unit.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.90 to \$11.15, 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 within the range set forth in this footnote.
- (3) The sale reported on this Form 4 was made by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on August 17, 2016.
- (4) The par value of QUOT common stock is \$0.00001 per share.
- 25% of the restricted stock unit granted on January 1, 2016 became vested on January 4, 2017 and shares were delivered to reporting person on such date. 25% of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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