Boal Steven R. Form 4/A May 18, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

January 31,

Check this box if no longer subject to Section 16. Form 4 or

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Boal Steven R.			2. Issuer Name and Ticker or Trading Symbol Quotient Technology Inc. [QUOT]	5. Relationship of Reporting Person(s) to Issuer		
(Last) C/O QUOTIENT INC., 400 LOC			12/01/2016	(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO		
MOUNTAIN	(Street)	94043	4. If Amendment, Date Original Filed(Month/Day/Year) 12/02/2016	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	4 and 5	5)	Beneficially Owned	Form: Direct (D)	Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	12/01/2016		S <u>(1)</u>	30,000	D	\$ 12.7339 (2)	3,406,635 (3)	D	
Common Stock							2,882 (3)	I	By Family

Stock	12/01/2016	S <u>(1)</u>	30,000	D	12.7339 (2)	3,406,635 (3)	D	
Common Stock						2,882 (3)	I	By Family Trust (4)
Common Stock						454,733	I	By GRAT (5)
Common Stock						454,733	I	By Wife GRAT (6)
						3,237	I	

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Common Stock			By Child Trust (7)
Common Stock	3,237	I	By Child Trust (8)
Common Stock	3,237	I	By Child Trust (9)

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

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> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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/Margaret Tong Atty-in-Fact for Steven 05/18/2018 R. Boal

> Date **Signature of Reporting Person

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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 reporting person failed to timely report the sale of 30,000 shares on December 1, 2016.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.70 to #12.825, 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 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 4A and gives effect to all other amendments filed by the reporting person as of the date hereof.
- (4) These shares are held directly by the SMSEJ Family Trust U/A dated July 19,2 005 of which Mr. Boal is a co-trustee.
- (5) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (6) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
- (7) These shares are held directly by Stuart Shiff TTEE of the EFF 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.