Boal Steven R. Form 4 June 20, 2018

FORM 4

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

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Boal Steven R.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			Quotient Technology Inc. [QUOT]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
			(Month/Day/Year)	X Director 10% Owner
C/O QUOTIENT TECHNOLOGY			06/18/2018	X Officer (give title Other (specify
INC., 400 LOGUE AVE.				below) below) Executive Chairman
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
MOUNTAIN	VIEW, CA	A 94043		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	I - Non-Derivative Securities Acquired, Dispos	sed 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)	4. Securities Acquired (A) ransaction Disposed of (D) Securitie Dode (Instr. 3, 4 and 5) Securitie Beneficia Owned Followin Reported Transaction Or Ode V Amount (D) Price 5. Amount Securitie Beneficia Owned Followin Reported Transaction (Instr. 3 and 5)	Ownership Indirect Beneficial Direct (D) Ownership or Indirect (I) on(s) (Instr. 4)
Common Stock	06/18/2018		\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	53 D
Common Stock			657,282	By Family Trust (3)
Common Stock			127,533	By GRAT (4)
Common Stock			127,533	By Wife GRAT (5)
			3,237	I

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Common Stock			By Child Trust <u>(6)</u>
Common Stock	3,237	I	By Child Trust (7)
Common Stock	3,237	I	By Child Trust (8)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. DenNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

/s/Margaret Tong Atty-In-Fact for Steven

R. Boal

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
Boal Steven R. C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVE. MOUNTAIN VIEW, CA 94043	X		Executive Chairman			
Signatures						

**Signature of Reporting Person Date

Reporting Owners 2

06/20/2018

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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 sales reported on this Form 4 were sold by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2017.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.35 to \$13.85, 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) 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 held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011
- (7) These shares are held directly 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

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.