

Quotient Technology Inc.

Form 4

February 24, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Aamir Mir

(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)

02/20/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President and COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	02/20/2016	02/20/2016	M	81,250	A \$ 0	397,183 <sup>(1)</sup>	D
Common Stock	02/22/2016	02/22/2016	S <sup>(2)</sup>	33,688	D \$ 8.0784	363,495 <sup>(1)</sup>	D
Common Stock	02/23/2016	02/23/2016	S <sup>(2)</sup>	333	D \$ 8.3939	363,162 <sup>(1)</sup>	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)

**displays a currently valid OMB control number.**

**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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <sup>(4)</sup>	02/20/2016	02/20/2016	M		37,500		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	37,500
Restricted Stock Unit	\$ 0 <sup>(4)</sup>	02/20/2016	02/20/2016	M		43,750		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	43,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Aamir Mir C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	President and COO

## Signatures

/s/Connie Chen Atty-in-Fact for Mir  
Aamir 02/24/2016

\_\_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) Of the shares held by the reporting person, 191,987 shares are represented by restricted stock units which continue to vest in equal annual installments over the next two years.
- (2) The sales reported on this Form 4 were made 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 \$7.58 to \$8.46, 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)
- (4) The par value of QUOT common stock is \$0.00001 per share.

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(5) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/4th of the restricted stock will continue to vest annually and shares will be delivered to reporting person on each vest date.

(6) 1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

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

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