OPPENHEIMER DAVID S

Form 4 June 07, 2018

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

2. Issuer Name and Ticker or Trading

Quotient Technology Inc. [QUOT]

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * OPPENHEIMER DAVID S

(First)

(Middle)

C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE

MOUNTAIN VIEW, CA 94043

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

06/05/2018

Symbol

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A) or

Owned Following Reported

Securities

Beneficially

Issuer

below)

X Director

Applicable Line)

Officer (give title

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

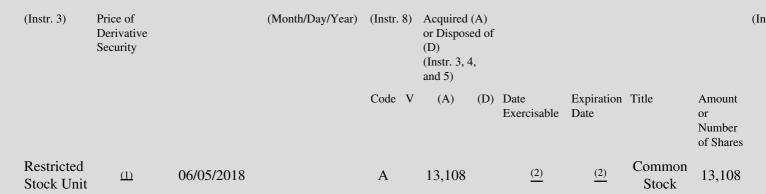
Estimated average

burden hours per

De

Se

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Reporting Owners

Reporting Owner Name / Address

Director

Director

Director

Director

Officer

Other

OPPENHEIMER DAVID S

C/O QUOTIENT TECHNOLOGY INC.

400 LOGUE AVE

MOUNTAIN VIEW, CA 94043

Signatures

/s/Margaret Tong Atty-in-Fact for David S.
Oppenheimer

06/07/2018

**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 par value of QUOT common stock is \$0.00001 per share.
- Subject to Reporting Person's continued service to the Issuer, 100% of the shares subject to the restricted stock unit will become vested on (2) the earlier of (i) one day prior to the date of the Issuer's annual meeting of stockholders to be held in 2019 or (ii) June 5, 2019. Shares will be delivered to Reporting Person on such 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. 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.

Reporting Owners 2