Quotient Technology Inc.

Form 4 April 21, 2017

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

(Print or Type Responses)

(Last)

(City)

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

(First)

(Middle)

C/O QUOTIENT TECHNOLOGY

INC., 400 LOGUE AVENUE

(Street)

(State)

MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original

3. Date of Earliest Transaction (Month/Day/Year)

2. Issuer Name and Ticker or Trading

Quotient Technology Inc. [QUOT]

02/14/2017

Symbol

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

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 **Transaction**Derivative Code Securities

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

7. Title and Amount Underlying Securities (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Pres & COO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

Edgar Filing: Quotient Technology Inc. - Form 4

(Instr. 3) Price of Derivative Security			(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D) Date Exercis	able	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Unit	(1)	02/14/2017	02/14/2017	A	150,000	<u>(:</u>	2)	(2)	Common Stock	150,0
Stock Option (Right to Buy) (3)	\$ 13	02/14/2017	02/14/2017	A	200,000	02/14/	/2018	02/14/2027	Common Stock	200,0

Reporting Owners

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

Signatures

/s/Margaret Tong Atty-in-Fact for Mir Aamir

04/21/2017

**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) Par value of QUOT common stock is \$0.00001 per share.
- (2) 1/4th of the restricted stock unit will vest annually beginning on February 14, 2018 and shares will be delivered to reporting person on each vest date, provided that the reporting person is a service provider to the Issuer on each such vest date.
- 1/4th of the shares subject to the option will vest and become exercisable on February 14, 2018 and 1/48th of the shares subject to the(3) option will vest and become exercisable monthly thereafter, provided that the reporting person is a service provider to the Issuer on each 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