

Quotient Technology Inc.
Form 4
December 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boal Steven R.

(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)
12/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	12/01/2016		M	139,700 A	\$ 0.2688 1,432,205	D	
Common Stock	12/01/2016		S	139,700 D	\$ 11.997 (1) 1,292,505	D	
Common Stock	12/02/2016		M	100,300 A	\$ 0.2688 1,392,805	D	
Common Stock	12/02/2016		S	100,300 D	\$ (2) 11.3186 1,292,505	D	
Common Stock					3,954,976	I	By Family

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Common Stock	454,733	I	Trust ⁽³⁾ By Trust ⁽⁴⁾
Common Stock	454,733	I	By Wife Trust ⁽⁵⁾
Common Stock	3,237	I	By Child Trust ⁽⁶⁾
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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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.2688	12/01/2016		M		139,700		01/19/2008	01/19/2017	Common Stock	139,700
Employee Stock Option (Right to Buy)	\$ 0.2688	12/02/2016		M		100,300		01/19/2008	01/19/2017	Common Stock	100,300

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
R Boal

12/02/2016

__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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.75 to \$12.28, 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.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.90, 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 Michelle 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.

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