## Edgar Filing: Quotient Technology Inc. - Form 4

Quotient Tech	hnology Inc.										
Form 4	-										
June 10, 2016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								т	OMB APPROVAL		
	UNITED	SIAILS						OMB Number:	3235-0287		
Check this			,,,,	Washington, D.C. 20549					January 31,		
if no longe subject to Section 16 Form 4 or	5. 5.	F CHAI	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(	a) of the l	Public U	Jtility Ho	lding Cor		nge Act of 1934, a of 1935 or Sectio 1940		0.0		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> GESSOW ANDREW J			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			Quotient Technology Inc. [QUOT]								
(Last) (First) (Middle) C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.			3. Date of Earliest Transaction (Month/Day/Year) 06/08/2016			Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
MOUNTAIN	VIEW, CA 94	043					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
Reminder: Repo	ort on a separate line	tor each cl	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont ed to resp lys a curre	or indirectly. spond to the collec tained in this form ond unless the for ntly valid OMB con	are not m	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	or Dispos (D)	(Instr. 3, 4,				(
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.57	06/08/2016	А	11,933		<u>(1)</u>	06/08/2026	Common Stock	11,933

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GESSOW ANDREW J C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVE. MOUNTAIN VIEW, CA 94043	Х					
Signatures						
/s/ Connie Chen Atty-in-Fact for Andrew Gessow	J 06/09/2016					
<b>**</b> Signature of Reporting Person		Dat	te			

## **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).

Subject to the Reporting Person's continued service to the Issuer, 100% of the shares subject to the option shall become vested and (1) exercisable upon the earlier of (i) one day prior to the date of the Issuer's annual meeting of stockholders to be held in 2017 or (ii) one

year from the date of grant.

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.

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