

Quotient Technology Inc.  
Form 4  
February 24, 2016

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

OMB APPROVAL

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**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)

1. Name and Address of Reporting Person \*  
Chen Connie

(Last) (First) (Middle)

QUOTIENT TECHNOLOGY  
INC., 400 LOGUE AVE.

(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  
 Officer (give title below)  Other (specify below)  
GC, Sec. & Chief Comp. Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/20/2016                           | 02/20/2016   | M                              | 3,500 A   | \$ 0  | 11,671   | D  |
| Common Stock                    | 02/22/2016                           | 02/22/2016   | S <sup>(1)</sup>               | 1,603 D   | \$ 8.0784   | 10,068   | D  |
| Common Stock                    | 02/23/2016                           | 02/23/2016   | S <sup>(3)</sup>               | 948 D   | \$ 8.8  | 9,120  | D  |
| Common Stock                    | 02/24/2016                           | 02/24/2016   | S <sup>(3)</sup>               | 495 D   | \$ 9.07   | 8,625  | D  |
| Common Stock                    | 02/24/2016                           | 02/24/2016   | S <sup>(3)</sup>               | 454 D   | \$ 9.0723   | 8,171  | D  |

(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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. Pr Deriv Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------|----------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
|  |  |                                      |  |                                |  | Code   | V   | (A)                    | (D)                        |
| Restricted Stock Unit                      | \$ 0 <sup>(5)</sup>                                    | 02/20/2016                           | 02/20/2016   | M                              | 1,750  | <u>(6)</u>   | <u>(6)</u>  | Common Stock           | 1,750                      |
| Restricted Stock Unit                      | \$ 0 <sup>(5)</sup>                                    | 02/20/2016                           | 02/20/2016   | M                              | 1,750  | <u>(7)</u>   | <u>(7)</u>  | Common Stock           | 1,750                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Chen Connie<br>QUOTIENT TECHNOLOGY INC.<br>400 LOGUE AVE.<br>MOUNTAIN VIEW, CA 94043 |               |           | GC, Sec. & Chief Comp. Officer |       |

## Signatures

Connie Chen 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) 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.

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

(2) 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) The sales reported on this Form 4 were made by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on November 24, 2015.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.0701 to \$9.08, 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.

(5) The par value of QUOT common stock is \$0.00001 per share.

(6) 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 unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(7) 1/4th of the restricted stock unit granted on February 20, 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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