

Aamir Mir
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Aamir Mir

(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)

02/17/2018

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)

President and 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/17/2018		M		31,250 A \$ 0	411,783	D
Common Stock	02/17/2018		F		10,807 D \$ 13.2	400,976	D
Common Stock	02/20/2018		M		81,250 A \$ 0	482,266	D
Common Stock	02/20/2018		F		41,816 D \$ 13.3	440,410	D

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

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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 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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	02/17/2018		M	31,250	⁽²⁾ ⁽²⁾	Common Stock	31,250
Restricted Stock Unit	\$ 0 ⁽¹⁾	02/20/2018		M	37,500	⁽³⁾ ⁽³⁾	Common Stock	37,500
Restricted Stock Unit	\$ 0 ⁽¹⁾	02/20/2018		M	43,750	⁽⁴⁾ ⁽⁴⁾	Common Stock	43,750

Reporting Owners

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

Signatures

/s/Margaret Tong Atty-in-Fact for Mir
Aamir
02/21/2018
Date

**Signature of Reporting Person

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.
- (2) 1/4th of the restricted stock unit granted on February 17, 2016 became vested on February 17, 2018 and shares were delivered to reporting person on February 20, 2018. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

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- (3) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2018 and shares were delivered to reporting person on such vest date.
- 1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2018 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (4)

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.