

Quotient Technology Inc.  
Form 8-K  
June 11, 2018

UNITED STATES

SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (date of earliest event  
reported)

June 5, 2018

Quotient Technology Inc.

(Exact name of Registrant as specified in  
its charter)

Delaware 77-0485123

(State or other jurisdiction of  
incorporation or organization)

Commission File Number (I.R.S.  
Employer  
Identification  
Number)

of  
incorporation

or  
organization)

400 Logue Avenue  
Mountain View, California  
94043

(Address of principal executive offices)

(650) 605-4600

(Registrant's telephone number, including  
area code)

Not Applicable

(Former name or former address, if  
changed since last report)

Check the appropriate box below if the  
Form 8-K filing is intended to  
simultaneously satisfy the filing  
obligation of the registrant under any of  
the following provisions (see General  
Instruction A.2. below):

Written communications pursuant to Rule  
425 under the Securities Act (17 CFR  
230.425)

Soliciting material pursuant to Rule  
14a-12 under the Exchange Act (17 CFR  
240.14a-12)

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Pre-commencement communications  
pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications  
pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the  
registrant is an emerging growth company  
as defined in Rule 405 of the Securities  
Act of 1933 (17 CFR §230.405) or Rule  
12b-2 of the Securities Exchange Act of  
1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate  
by check mark if the registrant has elected  
not to use the extended transition period  
for complying with any new or revised  
financial accounting standards provided  
pursuant to Section 13(a) of the Exchange  
Act.

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ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On June 5, 2018, Quotient Technology Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). As of the close of business on April 13, 2018, the record date for the Annual Meeting, 94,286,099 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 80,054,947, or approximately 84.91% of the outstanding common shares entitled to vote, were represented in person or by proxy and, therefore, a quorum was present:

1. To elect two Class I directors to serve until the 2021 annual meeting of stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal; and
2. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2018.

For more information about the foregoing proposals, see the Company’s definitive proxy statement filed with the Securities and Exchange April 20, 2018.

The results of the voting at the Annual Meeting are as follows:

1. Election of two Class I Directors

Nominee	Votes For	Votes Withheld	Broker Non-votes
Mir M. Aamir	64,707,955	446,645	14,900,347
Steve M. Horowitz	63,480,923	1,673,677	14,900,347

Each director nominee was duly elected to serve until the 2021 annual meeting of stockholders and until his successor is duly elected and qualified, subject to earlier resignation or removal.

2. Ratification of Appointment of Independent Registered Public Accounting Firm

Votes For	Votes Against	Abstentions	Broker Non-votes
79,452,091	592,095	10,761	0

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Quotient Technology Inc.

By: /s/ Connie Chen

Connie Chen  
General Counsel, Compliance Officer and Secretary  
Date: June 11, 2018