

Quotient Technology Inc.  
Form 4  
January 03, 2017

**FORM 4**

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

OMB APPROVAL

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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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 12/01/2016                           |  | S(1)                           |   | 20,000  | D  | \$ 12.2868 (2)  |
| Common Stock                    | 12/29/2016                           |  | S(1)                           |   | 17,900 (3)  | D  | \$ 10.4923 (4)  |
| Common Stock                    | 01/03/2017                           |  | S(1)                           |   | 1,358   | D  | \$ 10.95  |
| Common Stock                    |                                      |  |                                |   |   | I  | 3,954,976   |
|                                 |                                      |  |                                |   |   |  | By Family Trust (5)                                   |

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|              |         |   |                            |
|--------------|---------|---|----------------------------|
| Common Stock | 454,733 | I | By Trust <u>(6)</u>        |
| Common Stock | 454,733 | I | By Wife Trust <u>(7)</u>   |
| Common Stock | 3,237   | I | By Child Trust <u>(8)</u>  |
| Common Stock | 3,237   | I | By Child Trust <u>(9)</u>  |
| Common Stock | 3,237   | I | By Child Trust <u>(10)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Boal Steven R.<br>C/O QUOTIENT TECHNOLOGY INC.<br>400 LOGUE AVENUE<br>MOUNTAIN VIEW, CA 94043 | X             |           | CEO     |       |

## Signatures

Margaret Tong Atty-In-Fact for Steven  
R. Boal

01/03/2017

\_\_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) (1) The sales reported on this Form 4 were sold by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 3, 2016.
- (2) (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.7750 to \$12.90, 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) (3) The reporting person sold shares on December 1, 2016 pursuant to a Rule 10b5-1 trading plan at a weighted average price of \$12.2868; however, due to an administrative error by the broker representing the reporting person, such sales on December 1, 2016 were 17,900 shares less than what was authorized and directed by the 10b5-1 trading plan and the reporting person. Upon discovery of the unexecuted sales, the broker sold 17,900 shares at a weighted average price of \$10.4923 on December 29, 2016. Also, the broker compensated the reporting person for the price differential between the authorized but unexecuted December 1, 2016 sales and the December 29, 2016 sales.
- (4) (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.35 to \$10.70, 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) (5) These shares are held directly by the SMSEJ Family Trust U/AA dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (6) (6) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (7) (7) These shares are held directly by Steven R. Boal TTEE of the Michelle L. Boal Annuity Trust dated December 6, 2013.
- (8) (8) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (9) (9) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (10) (10) 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. 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.