Boal Steven R. Form 4 July 18, 2018

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Boal Steven R.			2. Issuer Name and Ticker or Trading Symbol Quotient Technology Inc. [QUOT]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.		OLOGY	(Month/Day/Year) 07/16/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAIN VIEW, CA 94043			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securi Transaction Dispos Code (Instr. 3, (Instr. 8)	(A) or	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)			
Common Stock	07/16/2018		S(1) 50,000		3,262,653	D				
Common Stock					657,282	I	By Family Trust (3)			
Common Stock					127,533	I	By GRAT (4)			
Common Stock					127,533	I	By Wife GRAT (5)			
					3,237	I				

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Common Stock			By Child Trust (6)
Common Stock	3,237	I	By Child Trust (7)
Common Stock	3,237	I	By Child Trust (8)

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

/s/Margaret Tong Atty-In-Fact for Steven

R. Boal

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Boal Steven R. C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVE. MOUNTAIN VIEW, CA 94043	X		Executive Chairman			
Signatures						

\*\*Signature of Reporting Person Date

Reporting Owners 2

07/18/2018

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## **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 sold by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2017.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.975 to \$14.20, 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) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (4) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (5) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
- (6) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011
- (7) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011
- (8) 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.