Quotient Technology Inc.
Form 4
February 24, 2016
FORM 4

| Check this box | Washington, D.C. 20549 |
| :--- | :---: |
| if no longer | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |
| subject to | SECURITIES |
| Section 16. |  |

(Print or Type Responses)


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transactio <br> Code <br> (Instr. 8) | 5. N <br> Der <br> Secu <br> Acq <br> or D <br> (D) <br> (Inst <br> and | mber of ative ities ired (A) sposed of $3,4,$ | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V |  | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ $0 \underline{(4)}$ | 02/20/2016 | 02/20/2016 | M |  | 37,500 | (5) | (5) | Common Stock | 37,500 |
| Restricted Stock Unit | \$ $0 \underline{(4)}$ | 02/20/2016 | 02/20/2016 | M |  | 43,750 | (6) | (6) | 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

## Signatures

/s/Connie Chen Atty-in-Fact for Mir
Aamir
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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Of the shares held by the reporting person, 191,987 shares are represented by restricted stock units which continue to vest in equal annual installments over the next two years.
(2)

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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 7.58$
(3) 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.
(4) The par value of QUOT common stock is $\$ 0.00001$ per share.

1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2016 and shares were delivered to reporting (5) person on February 22, 2016. 1/4th of the restricted stock will continue to vest annually and shares will be delivered to reporting person on each vest date.

1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2016 and shares were delivered to reporting
(6) 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.
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.

