

COUPONS.com Inc
Form 4
March 14, 2014

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 *
Burbank John Howard III

(Last) (First) (Middle)

ONE MARKET STREET, STEUART TOWER, STE. 2200

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COUPONS.com Inc [COUP]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(A) or (D)	Price
Common Stock	03/12/2014		C		11,790,594	A	<u>(1)</u>
Common Stock					2,010	I	See footnote <u>(4)</u>
Common Stock					286,395	D	

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

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Series 1 Preferred Stock (Convertible)	<u>(1)</u>	03/12/2014		C	1,916,509	<u>(1)</u> <u>(2)</u>	Common Stock 1,916,509
Series A-2 Preferred Stock (Convertible)	<u>(1)</u>	03/12/2014		C	302,679	<u>(1)</u> <u>(2)</u>	Common Stock 302,679
Series A-3 Preferred Stock (Convertible)	<u>(1)</u>	03/12/2014		C	2,599,858	<u>(1)</u> <u>(2)</u>	Common Stock 2,599,858
Series A-4 Preferred Stock (Convertible)	<u>(1)</u>	03/12/2014		C	1,629,035	<u>(1)</u> <u>(2)</u>	Common Stock 1,629,035
Series A-5 Preferred Stock (Convertible)	<u>(1)</u>	03/12/2014		C	5,342,513	<u>(1)</u> <u>(2)</u>	Common Stock 5,342,513

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burbank John Howard III ONE MARKET STREET STEUART TOWER, STE. 2200 SAN FRANCISCO, CA 94105		X		

Signatures

/s/ John H.
Burbank III

03/14/2014

__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) Each share of Preferred Stock automatically converted into one share of Common Stock immediately prior to the closing of the Issuer's initial public offering.
 - (2) The shares of this series of Preferred Stock have no expiration date.
 - (3) Shares held directly by JHB Ventures, LLC. John H. Burbank III serves as the managing member of JHB Ventures, LLC and, in such capacity, has sole voting and investment power over the shares held by JHB Ventures, LLC.

Shares held directly by Passport Ventures II, LLC. John H. Burbank III serves as the managing member of Passport Ventures II, LLC and
 - (4) in such capacity, has sole voting and investment power over the shares held by Passport Ventures II, LLC. Mr. Burbank disclaims beneficial ownership of the shares held directly by Passport Ventures II, LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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