COUPONS.com Inc Form 4

February 27, 2015

## FORM 4

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICE.

# 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HORNSTEIN RICHARD Issuer Symbol COUPONS.com Inc [COUP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O COUPONS.COM 02/25/2015 below) INCORPORATED, 400 LOGUE General Counsel **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

### **MOUNTAIN VIEW, CA 94043**

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 1. Title of 3. 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount \$ By Family Common 02/25/2015  $S^{(1)}$ 02/25/2015 7,991 D 9.9567 99,635 Ι Stock Trust (3) (2) \$ Common By Family  $S^{(4)}$ 02/25/2015 9.9348 Ι 02/25/2015 3.816 D 95,819 Stock Trust (3) (5) \$ Common By Family 02/26/2015 02/26/2015  $S^{(4)}$ 3,852 D 10.024 91,967 Ι Stock Trust (3) (6) 5,416 D Common

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

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response...

Form filed by More than One Reporting

Estimated average

burden hours per

Stock

Common Stock	8,511	I	By Child Trust (7)
Common Stock	8,511	I	By Child Trust (8)
Common Stock	8,511	I	By Child Trust (9)

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 displays a currently valid OMB control number.

#### 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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		Amou Under Secur	tle and bunt of erlying crities r. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HORNSTEIN RICHARD C/O COUPONS.COM INCORPORATED **400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043** 

General Counsel

## **Signatures**

/s/Richard 02/27/2015 Hornstein

\*\*Signature of Date

Reporting Person

Reporting Owners 2

### **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) These sales 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 units.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.00, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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 Hornstein Family Trust u/a/d 12/24/13 of which the reporting person is a co-trustee.
- (4) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2014.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$9.85 to \$10.01, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.89 to \$10.23, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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.
- (7) These shares are held directly by Wojcicech Sobieszcaznski TTEE of the Brandon Noah Hornstein Trust dated December 24, 2013.
- (8) These shares are held directly by Wojcicech Sobieszcaznski TTEE of the Dylan Cole Hornstein Trust dated December 24, 2013.
- (9) These shares are held directly by Wojcicech Sobieszcaznski TTEE of the Lucas Jaden Hornstein Trust dated December 24, 2013.

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.