

Boal Steven R.
Form 4
May 18, 2018

FORM 4

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

OMB APPROVAL

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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)

02/17/2017

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)
Executive Chairman

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 Ownership (Instr. 4)			
Common Stock	02/17/2017		M	V	25,000	A	\$ 0	3,406,635 ⁽¹⁾ ₍₂₎	D	
Common Stock					2,882	I				By Family Trust ⁽²⁾ ⁽³⁾
Common Stock					454,733	I				By GRAT ⁽⁴⁾
Common Stock					454,733	I				By Wife GRAT ⁽⁵⁾
Common Stock					3,237	I				By Child Trust ⁽⁶⁾

Common Stock	3,237	I	By Child Trust <u>(7)</u>
Common Stock	3,237	I	By Child Trust <u>(8)</u>

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)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Unit	\$ 0 <u>(9)</u>	02/17/2017		M	25,000	<u>(10)</u>	<u>(10)</u>	Common Stock	25,000

Reporting Owners

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

Signatures

/s/Margaret Tong Atty-in-Fact for Steven R. Boal 05/18/2018

 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) On February 17, 2017 the reporting person had a vesting of an award of restricted stock units granted on February 17, 2016 that was not timely reported. The Form 4 filed on February 23, 2017 properly reported sales of certain of the released shares to cover all tax liabilities in connection with the vesting of this restricted stock unit.

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- (2) The number of derivative securities reported in column 5 reflects the number of shares held by the reporting person as of the filing date of this Form 4 and gives effect to all other amendments filed by the reporting person as of the date hereof.
- (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 directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (7) These shares are directly held 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.
- (9) The par value of QUOT common stock is \$0.00001 per share
1/4th of the restricted stock unit granted on February 17, 2016 became vested on February 17, 2017 and shares were delivered to reporting person on such vest date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (10)

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.