

Quotient Technology Inc.
Form 4
February 23, 2017

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 *
Chen Connie

(Last) (First) (Middle)

C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.

(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)

02/20/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

GC, Sec. and Chief Comp. Off.

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/20/2017		M		3,500	A	\$ 0	22,563	D	
Common Stock	02/21/2017		S ⁽¹⁾		1,360	D	\$ 12.7603	21,203	D	
Common Stock	02/22/2017		S ⁽³⁾		534	D	\$ 12.1	20,669	D	

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	(4)	02/20/2017		M	1,750	(5) (5)	Common Stock	1,750
Restricted Stock Unit	(4)	02/20/2017		M	1,750	(6) (6)	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chen Connie C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVE. MOUNTAIN VIEW, CA 94043			GC, Sec. and Chief Comp. Off.	

Signatures

/s/Margaret Tong Atty-in-Fact for Connie Chen
Date: 02/23/2017

**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) The sales reported on this Form 4 were sold 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 \$12.65 to \$12.85, 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.
 - (2) The sales reported on this Form 4 were sold 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.
 - (3) The sale reported on this Form 4 was made by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on August 17, 2016.

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- (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, 2017 and shares were delivered to reporting person on February 21, 2017. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

- (5) 1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (6) 1/4th of the restricted stock unit granted on February 5, 2015 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. 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.

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