

Aamir Mir M  
Form 4  
March 05, 2019

**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 \*  
Aamir Mir M

(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)  
03/01/2019

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)  
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	03/01/2019		F		7,871 <sup>(1)</sup> D \$ 9.96	983,922	D
Common Stock	03/01/2019		A		19,011 <sup>(2)</sup> A \$ 0	1,002,933	D
Common Stock	03/01/2019		F		9,426 <sup>(3)</sup> D \$ 9.96	993,507	D
Common Stock	03/01/2019		A		21,368 A \$ 0 <sup>(4)</sup>	1,014,875	D
Common Stock	03/01/2019		F		10,641 <sup>(5)</sup> D \$ 9.96	1,004,234	D

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Common Stock	03/01/2019	F	15,494 (6)	D	\$ 9.96	988,740	D
Common Stock	03/01/2019	A	200,803 (7)	A	\$ 0	1,189,543	D

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

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(9-02)

**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 or Number of Shares
Stock Option (right to buy)	\$ 9.96	03/01/2019		A	399,372	(8) 03/01/2029	Common Stock 399,372

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aamir Mir M C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	X		President and CEO	

## Signatures

/s/ Margaret Tong, Attorney-in-Fact for Mir Aamir  
03/05/2019

\_\_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) Represents the number of shares withheld by and surrendered to the Issuer on March 1, 2019, to satisfy tax withholding obligations that arose in connection with a vesting event in connection with an award of the restricted stock units (the "RSUs") consisting of 254,000

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shares granted on March 1, 2018. The RSUs vest in 6.25% quarterly installments over a four-year period from March 1, 2018.

- (2) Represents shares received upon the settlement of a grant of fully-vested RSUs on March 1, 2019 (the "Bonus RSUs"). The Bonus RSUs were granted to satisfy the requirement that 50% of the incentive cash bonus awarded to the Reported Person in respect of performance year 2018 be provided in stock.
- (3) Represents the number of shares withheld by and surrendered to the Issuer on March 1, 2019, to satisfy tax withholding obligations that arose in connection with the receipt of the Bonus RSUs.
- (4) The shares were received for no consideration upon the satisfaction of certain performance criteria underlying an award of performance based RSUs (the "PSUs") granted to the Reporting Person on September 28, 2017.
- (5) Represents the number of shares withheld by and surrendered to the Issuer on March 1, 2019, to satisfy tax withholding obligations that arose in connection with the receipt of PSUs.
- (6) Represents the number of shares withheld by and surrendered to the Issuer on March 1, 2019, to satisfy tax withholding obligations that arose in connection with a vesting event in connection with an award of the RSUs consisting of 250,000 shares granted on August 5, 2016. This award's vesting schedule was recently changed from annual vesting to quarterly vesting. The RSUs vest in 6.25% quarterly installments over a two-year period from August 1, 2018.
- (7) Represents grant of RSUs payable solely in common stock of the Issuer that vest in 6.25% quarterly installments over a four-year period from March 1, 2019.
- (8) The option vests in 48 equal monthly installments from the vesting commencement date of March 1, 2019.

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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