

Boal Steven R.  
Form 4  
March 05, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)

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)  
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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/01/2019		F		5,923 <sup>(1)</sup>	\$ 9.96	3,326,350 D
Common Stock	03/01/2019		A		11,406 <sup>(2)</sup>	\$ 0	3,337,756 D
Common Stock	03/01/2019		F		5,656 <sup>(3)</sup>	\$ 9.96	3,332,100 D
Common Stock	03/01/2019		A		150,602 <sup>(4)</sup>	\$ 0	3,482,702 D
Common Stock							657,282 I
							By Family Trust <sup>(5)</sup>

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Common Stock	127,533	I	By GRAT <u>(6)</u>
Common Stock	127,533	I	By Wife GRAT <u>(7)</u>
Common Stock	3,237	I	By Child Trust <u>(8)</u>
Common Stock	3,237	I	By Child Trust <u>(9)</u>
Common Stock	3,237	I	By Child Trust <u>(10)</u>

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

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SEC 1474  
(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	299,529	<u>(11)</u>	03/01/2029	Common Stock	299,529

## 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, Attorney-in-Fact for Steven  
R. Boal

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 Restricted Stock Units (the "RSUs") consisting of 191,000 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) 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.
  - (5) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
  - (6) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
  - (7) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
  - (8) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
  - (9) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
  - (10) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.
  - (11) 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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