

Quotient Technology Inc.

Form 4

February 24, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chen Connie

(Last) (First) (Middle)

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)
02/20/2016

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. & Chief Comp. Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/20/2016	02/20/2016	M	3,500	A \$ 0	11,671	D
Common Stock	02/22/2016	02/22/2016	S ⁽¹⁾	1,603	D \$ 8.0784	10,068	D
Common Stock	02/23/2016	02/23/2016	S ⁽³⁾	948	D \$ 8.8	9,120	D
Common Stock	02/24/2016	02/24/2016	S ⁽³⁾	495	D \$ 9.07	8,625	D
Common Stock	02/24/2016	02/24/2016	S ⁽³⁾	454	D \$ 9.0723	8,171	D

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(4)

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)		8. Pr Deriv Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁵⁾	02/20/2016	02/20/2016	M		1,750		⁽⁶⁾	⁽⁶⁾	Common Stock	1,750
Restricted Stock Unit	\$ 0 ⁽⁵⁾	02/20/2016	02/20/2016	M		1,750		⁽⁷⁾	⁽⁷⁾	Common Stock	1,750

Reporting Owners

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

Signatures

Connie Chen 02/24/2016

**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 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 unit.

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(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.58 to \$8.46, 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.

(3) The sales reported on this Form 4 were made by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on November 24, 2015.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.0701 to \$9.08, 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.

(5) The par value of QUOT common stock is \$0.00001 per share.

(6) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(7) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 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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