

Summe Chad
Form 4
March 05, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Summe Chad

(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
____X____ Officer (give title below) ____ Other (specify below)

Chief Operating 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	03/01/2019		F	Amount (1) 1,560	D \$ 9.96 106,741	D	
Common Stock	03/01/2019		F	Amount (2) 1,761	D \$ 9.96 104,980	D	
Common Stock	03/01/2019		F	Amount (3) 459	D \$ 9.96 104,521	D	
Common Stock	03/01/2019		A	Amount (4) 90,361	A \$ 0 194,882	D	
Common Stock	03/04/2019		S(5)	Amount (6) 3,753	D \$ 9.9965 191,129	D	

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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		179,717		<u>(7)</u>	03/01/2029	Common Stock	179,717

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Summe Chad C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	Chief Operating Officer

Signatures

/s/ Margaret Tong, Attorney-in-Fact for Chad Summe

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 85,000 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 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 32,000 shares granted on July 31, 2015. This award's vesting schedule was recently changed from annual vesting to quarterly vesting. The RSUs vest in 6.25% quarterly installments over a one-year period from May 1, 2018.

(3)

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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 25,000 shares granted on May 5, 2017. This award's vesting schedule was recently changed from annual vesting to quarterly vesting. The RSUs vest in 6.25% quarterly installments over a three-year period from November 1, 2018.

(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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 31, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.91 to \$10.07, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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.

(7) 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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