

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

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
HORNSTEIN RICHARD

2. Issuer Name **and** Ticker or Trading Symbol
Quotient Technology Inc. [QUOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O QUOTIENT TECHNOLOGY
INC., 400 LOGUE AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2015

____ Director ____ 10% Owner
 __X__ Officer (give title ____ Other (specify
 below) below)

General Counsel

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MOUNTAIN VIEW, CA 94043

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/03/2015	12/03/2015	M		63,197	A \$ 3.675	68,613	D	
Common Stock							65,134	I	By Family Trust ⁽¹⁾
Common Stock							7,011	I	By Child Trust ⁽²⁾
Common Stock							7,011	I	By Child Trust ⁽³⁾
Common Stock							7,011	I	By Child Trust ⁽⁴⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
Employee Stock Option (Right to Buy)	\$ 3.675	12/03/2015	12/03/2015	M		18,357		03/12/2011	03/11/2020	Common Stock	18,357
Employee Stock Option (Right to Buy)	\$ 3.675	12/03/2015	12/03/2015	M		44,840		03/12/2011	03/11/2020	Common Stock	44,840

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HORNSTEIN RICHARD C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	General Counsel

Signatures

Richard
Hornstein
12/04/2015
**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) These shares are held directly by the Hornstein Family Trust u/a/d 12/24/13 of which the reporting person is a co-trustee.

(2) These shares are held directly by a trust for the benefit of reporting person's minor child No. 1.

(3) These shares are held directly by a trust for the benefit of reporting person's minor child No. 2.

(4) These shares are held directly by a trust for the benefit of reporting person's minor child No.3.

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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