

COUPONS.com Inc  
Form 4  
February 24, 2015

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Boal Steven R.

(Last) (First) (Middle)

C/O COUPONS.COM  
INCORPORATED, 400 LOGUE  
AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
COUPONS.com Inc [COUP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2015

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 & 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	02/20/2015	02/20/2015	M		37,500	A	\$ 0	3,989,954	I	By Family Trust <sup>(1)</sup>
Common Stock	02/23/2015	02/23/2015	S <sup>(2)</sup>		4,892	D	\$ 9.6559 <sup>(3)</sup>	3,984,702	I	By Family Trust <sup>(1)</sup>
Common Stock	02/24/2015	02/24/2015	S <sup>(2)</sup>		4,726	D	\$ 10.0516 <sup>(4)</sup>	3,979,976	I	By Family Trust <sup>(1)</sup>
Common	02/24/2015	02/24/2015	S		7,608	D	\$	3,972,368	I	By

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Stock	10.0036 <u>(5)</u>		Family Trust <u>(1)</u>
Common Stock	1,367,569	D	
Common Stock	454,733	I	By Trust <u>(6)</u>
Common Stock	454,733	I	By Wife Trust <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.

**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.**

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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(11)	02/20/2015	02/20/2015	M		37,500		(12)	(12)	Common Stock	37,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Boal Steven R. C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE	X President & CEO

MOUNTAIN VIEW, CA 94043

## Signatures

/s/Richard Hornstein Atty-in-Fact for Steven  
R. Boal

02/24/2015

\_\_\_\_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 SMEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (2) The sales reported on this Form 4 were sold 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.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.6101 to \$9.71, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.07, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.95 to \$10.20, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated 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) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (6) These shares are held directly by Steven R. Boal TTEE of the Michelle L. Boal Annuity Trust dated December 6, 2013.
- (7) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (8) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (9) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.
- (10) The par value of COUP common stock is \$0.00001 per share
- (11) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2015 and shares were delivered to reporting person on that date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (12)

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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