

Quotient Technology Inc.  
Form 4  
May 25, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
**Burbank John Howard III**  
  
(Last) (First) (Middle)  
  
**C/O PASSPORT CAPITAL, LLC,  
ONE MARKET ST, STEUART  
TOWER, SUITE 2200**  
  
(Street)  
  
**SAN FRANCISCO, CA 94105**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Quotient Technology Inc. [QUOT]**  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/23/2016**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/23/2016		S		\$ 10.3509 (1)	11,400,000 (2)	I See Footnotes (3)
Common Stock	05/24/2016		S		\$ 11.2433 (4)	11,250,000 (2)	I See Footnotes (3)
Common Stock	05/25/2016		S		\$ 10.5342 (5)	11,000,000 (2)	I See Footnotes (3)
Common	05/25/2016		J(6)		\$ 0	11,000,000	I See

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Stock						(2) (6)		Footnotes (7)
Common Stock	05/25/2016		J(6)	2,233	A	\$ 0	11,000,000 (2) (6)	I See Footnotes (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burbank John Howard III C/O PASSPORT CAPITAL, LLC, ONE MARKET ST STEUART TOWER, SUITE 2200 SAN FRANCISCO, CA 94105		X		

## Signatures

/s/ John H.  
Burbank III

05/25/2016

\*\*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 price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$10.25 to \$11.215 inclusive. Upon request, the reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the securities purchased at each separate price within the range set forth in this footnote.

(2) The amount of securities reported in Column 5 represents the amount of securities beneficially owned directly by the reporting person and by certain entities for which the reporting person is the managing member.

(3) These securities are held of record by JHB Ventures, LLC ("JHB Ventures"). The reporting person is the managing member of JHB Ventures.

(4) The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$11.09 to \$11.38 inclusive. Upon request, the reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the securities purchased at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$10.50 to \$11.015 inclusive. Upon request, the reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the securities purchased at each separate price within the range set forth in this footnote.

(6) The securities involved in this transaction were held of record by Passport Ventures II, LLC ("Ventures II") and were transferred for no consideration to JHB Ventures. The reporting person is the managing member of Ventures II and JHB Ventures, and is the beneficial owner of the securities held by such entities. As such, there is no change in beneficial ownership as a result of this transaction.

(7) These securities were held of record by Ventures II. The reporting person is the managing member of Ventures II.

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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