

COUPONS.com Inc  
Form 4  
January 07, 2015

**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 \*  
Aamir Mir

(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)  
01/05/2015

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)  
CFO and COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/05/2015                           | 01/05/2015   | M                              | 500 A   | \$ 8.65 339,362 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/05/2015                           | 01/05/2015   | S <sup>(2)</sup>               | 914 D   | \$ 17.013 <sup>(3)</sup> 338,448 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 01/06/2015                           | 01/06/2015   | M                              | 500 A   | \$ 8.65 338,948 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/06/2015                           | 01/06/2015   | S <sup>(2)</sup>               | 914 D   | \$ 16.4518 <sup>(4)</sup> 338,034 <sup>(1)</sup>  | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 8.65  | 01/05/2015                           | 01/05/2015   | M                              | 500   | 10/24/2014 11/04/2023                                    | Common Stock  | 500                           |
| Employee Stock Option (right to buy)       | \$ 8.65  | 01/06/2015                           | 01/06/2015   | M                              | 500   | 10/24/2014 11/04/2023                                    | Common Stock  | 500                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Aamir Mir<br>C/O COUPONS.COM INCORPORATED<br>400 LOGUE AVENUE<br>MOUNTAIN VIEW, CA 94043 |               |           | CFO and COO |       |

## Signatures

/s/Richard Hornstein Atty-in-Fact for Mir Aamir 01/07/2015

\*\*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) Of the reported shares, 287,980 shares are represented by RSUs which continue to vest in equal annual installments over the next three years.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.74 to \$17.23, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com
- (3) 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.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.85, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com
- (4) 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.

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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