

Boal Steven R.
Form 4
February 19, 2019

FORM 4

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

OMB APPROVAL

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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 *
Boal Steven R.

(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)

02/14/2019

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)
Executive Chairman

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/14/2019		F		17,713 (1)	D	\$ 9.95 3,355,915
Common Stock	02/17/2019		F		8,513 (2)	D	\$ 10.22 3,347,402
Common Stock						I	657,282 By Family Trust (3)
Common Stock						I	127,533 By GRAT (4)
Common Stock						I	127,533 By Wife GRAT (5)

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Common Stock	3,237	I	By Child Trust ⁽⁶⁾
Common Stock	3,237	I	By Child Trust ⁽⁷⁾
Common Stock	3,237	I	By Child Trust ⁽⁸⁾

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boal Steven R. C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	X		Executive Chairman	

Signatures

/s/ Margaret Tong, Attorney-In-Fact for Steven R. Boal 02/19/2019

__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 February 14, 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 200,000 shares granted on February 14, 2017. The RSUs vest in four equal annual installments from February 14, 2017.

(2) Represents the number of shares withheld by and surrendered to the Issuer on February 17, 2019, to satisfy tax withholding obligations that arose in connection with a vesting event in connection with an award of the RSUs consisting of 100,000 shares granted on February 17, 2016. The RSUs vest in four equal annual installments from February 17, 2016.

(3) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.

(4) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.

(5) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.

(6) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.

(7) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.

(8) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.

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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