

COUPONS.com Inc  
Form 4  
March 10, 2014

**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 \*  
Torem Shachar

(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)  
03/06/2014

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)  
Sr. V.P. of Sales

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 or Price		
Common Stock	03/06/2014		A		60,000 (1)	A	\$ 0 60,000 D
Common Stock	03/06/2014		A		100,000 (2)	A	\$ 0 160,000 (3) D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torem Shachar C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043			Sr. V.P. of Sales	

## Signatures

/s/Richard Hornstein, with Power of Attorney on Behalf of Shachar Torem 03/07/2014

\_\_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).
- The reported shares are represented by restricted stock units or RSUs, which will vest upon the satisfaction of both a service condition and a liquidity-event condition. The liquidity-event condition will be satisfied on the earlier of (i) six months after the effective date of the initial public offering of the Issuer's common stock pursuant to an effective registration statement, or (ii) March 15 of the calendar year
- (1) following the year in which the initial public offering was declared effective; and (iii) the time immediately prior to the consummation of a change in control. The service condition was satisfied as to 50% of the total number of shares of common stock underlying the RSUs on February 7, 2014, and after satisfaction of the liquidity-event condition, the remaining balance will vest in equal annual installments over the following two years.
- The reported shares are represented by restricted stock units or RSUs, which will vest upon the satisfaction of both a service condition and a liquidity-event condition. The liquidity-event condition will be satisfied on the earlier of (i) six months after the effective date of the initial public offering of the Issuer's common stock pursuant to an effective registration statement, or (ii) March 15 of the calendar year
- (2) following the year in which the initial public offering was declared effective; and (iii) the time immediately prior to the consummation of a change in control. The service condition was satisfied as to 25% of the total number of shares of common stock underlying the RSUs on February 7, 2014, and after satisfaction of the liquidity-event condition, the remaining balance will vest in equal annual installments over the following three years.
  - (3) Of the reported shares, 160,000 shares are represented by RSUs.

## Edgar Filing: COUPONS.com Inc - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.