

Quotient Technology Inc.  
Form 4  
February 16, 2017

**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)

02/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_X\_\_ 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) |   |                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                   |
| Common Stock                    | 02/14/2017                           |  | S                              | 31,950  | D   | \$ 13.0418<br>(1)  | 10,468,050<br>(2)                                     | I | See Footnotes (3) |
| Common Stock                    | 02/15/2017                           |  | S                              | 68,050  | D   | \$ 12.9098<br>(4)  | 10,400,000<br>(2)                                     | I | See Footnotes (3) |
| Common Stock                    | 02/16/2017                           |  | S                              | 11,378  | D   | \$ 12.973<br>(5)   | 10,388,622<br>(2)                                     | 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

/s/ John H. Burbank III                      02/16/2017

\*\*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 \$13.00000 to \$13.10000 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)

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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 \$12.90000 to \$12.95000 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 \$12.95000 to \$13.05000 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.

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.