

COUPONS.com Inc  
Form 4  
November 07, 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 \*  
**HORNSTEIN RICHARD**

(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)  
11/05/2014

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)  
General Counsel

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) |        |                 | 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) |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-----------------|---|--|---|-------------------------------|
|                                 |                                      |  |                                | Code  | V      | Amount or Price |   |  |   |                               |
| Common Stock                    | 11/05/2014                           | 11/05/2014   | M                              |   | 10,832 | A               | \$ 3.675  | 81,219   | D   |                               |
| Common Stock                    | 11/05/2014                           | 11/05/2014   | S <sup>(1)</sup>               |   | 10,832 | D               | \$ 16.3692 <sup>(2)</sup>   | 70,387   | D   |                               |
| Common Stock                    |                                      |  |                                |   |        |                 |   | 6,760  | I   | By Child Trust <sup>(3)</sup> |
| Common Stock                    |                                      |  |                                |   |        |                 |   | 6,760  | I   | By Child Trust <sup>(4)</sup> |
|                                 |                                      |  |                                |   |        |                 |   | 6,760  | I   |                               |

Common  
Stock

By Child  
Trust <sup>(5)</sup>

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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 3.675   | 11/05/2014                           | 11/05/2014   | M                              | 10,832  | 03/12/2011 03/11/2020                                    | Common Stock  | 10,832 |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| HORNSTEIN RICHARD<br>C/O COUPONS.COM INCORPORATED<br>400 LOGUE AVENUE<br>MOUNTAIN VIEW, CA 94043 |               |           | General Counsel |       |

## Signatures

Richard  
Hornstein  
Date: 11/07/2014  
\*\*Signature of Reporting Person

## 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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2014.

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- 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 \$16.77, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com 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.
- (2) 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.
  - (3) The shares are held directly by Wojcicech Sobieszczanski TTEE of the Brandon Noah Hornstein Trust dated December 24, 2013.
  - (4) The shares are held directly by Wojcicech Sobieszczanski TTEE of the Dylan Cole Hornstein Trust dated December 24, 2013.
  - (5) The shares are held directly by Wojcicech Sobieszczanski TTEE of the Lucas Jaden Hornstein Trust dated December 24, 2013.

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.