

COUPONS.com Inc
Form 4
September 04, 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 *
SIMINOFF DAVID E

2. Issuer Name and Ticker or Trading Symbol
COUPONS.com Inc [COUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/03/2014

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

C/O COUPONS.COM
INCORPORATED, 400 LOGUE
AVENUE

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|---------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/03/2014 | 09/03/2014 | S | | 1,335 | D | \$ 14.7494 (1) | 162,994 (2) | I | By Family Trust (3) |
| Common Stock | | | | | | | | 7,568 | I | By child |
| Common Stock | | | | | | | | 7,568 | I | By child |
| Common Stock | 09/04/2014 | 09/04/2014 | M | | 665 | A | \$ 3.675 | 665 | D | |
| | 09/04/2014 | 09/04/2014 | S | | 665 | D | | 0 | D | |

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Common Stock \$ 15.418
(4) (5)

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) | \$ 3.675 | 09/04/2014 | 09/04/2014 | M | 665 | 12/22/2011 01/13/2021 | Common Stock | 665 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMINOFF DAVID E
 C/O COUPONS.COM INCORPORATED
 400 LOGUE AVENUE
 MOUNTAIN VIEW, CA 94043

X

Signatures

Richard Hornstein Atty-in-Fact for David E. Siminoff

09/04/2014

**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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.57 to \$15.05, 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.

(1) These sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 13, 2014.

(3) The shares are held directly by the D&E Living Trust u/t/a 10/25/96 of which the reporting person is a co-trustee.

The price reported in column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.94, 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.

(4) These sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2014, as amended.

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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