

Boal Steven R.  
Form 4  
September 05, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Boal Steven R.

2. Issuer Name and Ticker or Trading Symbol  
Quotient Technology Inc. [QUOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2018

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

(Street)  
MOUNTAIN VIEW, CA 94043

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

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	09/01/2018		M		11,938	A	\$ 0	3,224,591	D	
Common Stock	09/01/2018		F		5,919	D	\$ 14.95	3,218,672	D	
Common Stock								657,282	I	By Family Trust <sup>(1)</sup>
Common Stock								127,533	I	By GRAT <sup>(2)</sup>
Common Stock								127,533	I	By Wife GRAT <sup>(3)</sup>



## 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) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (2) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (3) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
- (4) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011
- (5) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011
- (6) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011
- (7) The par value of QUOT common stock is \$0.00001 per share.

- 1/16th of the restricted stock unit granted on March 1, 2018 became vested on September 1, 2018 and shares were delivered to reporting person on September 4, 2018. 1/16th of the restricted stock unit will continue to vest quarterly and shares will be delivered to reporting person on each vest date, provided that the reporting person is a service provider to the Issuer on each such vest date.

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.