

Boal Steven R.  
Form 4  
June 05, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Boal Steven R.

(Last) (First) (Middle)

C/O QUOTIENT TECHNOLOGY  
INC., 400 LOGUE AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

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

06/01/2018

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)

Executive Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/01/2018                              |                                                             | M                                    | 11,937 A                                                                | \$ 0 3,368,572                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/01/2018                              |                                                             | F                                    | 5,919 D                                                                 | \$ 13.15 3,362,653                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 657,282                                                                                                            | I                                                                    | By Family<br>Trust <sup>(1)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 127,533                                                                                                            | I                                                                    | By GRAT<br><sup>(2)</sup>                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 127,533                                                                                                            | I                                                                    | By Wife<br>GRAT <sup>(3)</sup>                                    |

# Edgar Filing: Boal Steven R. - Form 4

|                 |       |   |                                  |
|-----------------|-------|---|----------------------------------|
| Common<br>Stock | 3,237 | I | By Child<br>Trust <sup>(4)</sup> |
| Common<br>Stock | 3,237 | I | By Child<br>Trust <sup>(5)</sup> |
| Common<br>Stock | 3,237 | I | By Child<br>Trust <sup>(6)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. De<br>Sec<br>(In |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit                            | (7)                                                                | 06/01/2018                              |                                                             | M                                    | 11,937                                                                                                       | (8)                                                            | (8)                                                                 | Common<br>Stock     | 11,937                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                    |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer            | Other |
| Boal Steven R.<br>C/O QUOTIENT TECHNOLOGY INC.<br>400 LOGUE AVENUE<br>MOUNTAIN VIEW, CA 94043 | X             |           | Executive Chairman |       |

## Signatures

/s/Margaret Tong Atty-in-Fact for Steven  
R Boal 06/05/2018

                     \*\*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) These shares are held directly by Steven R Boal TTEE of 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 June 1, 2018 and shares were delivered to reporting person
- (8) on such vest date. 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.