

Summe Chad
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
Summe Chad

(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)

03/01/2019

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)

Chief Operating Officer

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) (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2019		F		1,560 (1)	D	\$ 9.96 106,741 D
Common Stock	03/01/2019		F		1,761 (2)	D	\$ 9.96 104,980 D
Common Stock	03/01/2019		F		459 (3)	D	\$ 9.96 104,521 D
Common Stock	03/01/2019		A		90,361 (4)	A	\$ 0 194,882 D
Common Stock	03/04/2019		S	(5)	3,753	D	\$ 9.9965 191,129 D

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Represents the number of shares withheld by and surrendered to the Issuer on March 1, 2019, to satisfy tax withholding obligations that arose in connection with a vesting event in connection with an award of the RSUs consisting of 25,000 shares granted on May 5, 2017. This award's vesting schedule was recently changed from annual vesting to quarterly vesting. The RSUs vest in 6.25% quarterly installments over a three-year period from November 1, 2018.

(4) Represents grant of RSUs payable solely in common stock of the Issuer that vest in 6.25% quarterly installments over a four-year period from March 1, 2019.

(5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 31, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.91 to \$10.07, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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.

(7) The option vests in 48 equal monthly installments from the vesting commencement date of March 1, 2019.

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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