

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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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

(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)
09/03/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
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

(1) 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) 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

(4) 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.

(5) 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.

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.