

Boal Steven R.
Form 5
February 13, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 11/16/2017 | | G | 544,190 D \$ 0 | 3,250,146 | D | |
| Common Stock | | | | | 7,882 | I | By Family Trust ⁽¹⁾ |
| Common Stock | | | | | 564,328 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | 564,328 | I | By Wife Trust ⁽³⁾ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------|---|-------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,237 | I | By Child Trust ⁽⁴⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,237 | I | By Child Trust ⁽⁵⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,237 | I | By Child Trust ⁽⁶⁾ |

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

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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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Signatures

/s/Margaret Tong Atty-in-Fact for Steven R Boal
 **Signature of Reporting Person
 Date 02/13/2018

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 the reporting person is a co-trustee.

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- (2) Since the reporting person's last report, 109,595 shares previously held by the SMSEJ Family Trust U/A dated July 18, 2005 have been contributed to the Steven R. Boal Annuity Trust dated December 6, 2013.
- (3) Since the reporting person's last report, 109,595 shares previously held by the SMSEJ Family Trust U/A dated July 18, 2005 have been contributed to 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.