

COUPONS.com Inc
Form 4
December 22, 2014

FORM 4 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).

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 *
HORNSTEIN RICHARD

2. Issuer Name and Ticker or Trading Symbol
COUPONS.com Inc [COUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O COUPONS.COM
INCORPORATED, 400 LOGUE
AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/18/2014 | 12/18/2014 | M | 4,916 A | \$ 3.675 75,303 | D | |
| Common Stock | 12/18/2014 | 12/18/2014 | S ⁽¹⁾ | 4,916 D | \$ 16.0815 70,387 | D | |
| Common Stock | 12/19/2014 | 12/19/2014 | M | 500 A | \$ 3.675 70,887 | D | |
| Common Stock | 12/19/2014 | 12/19/2014 | S ⁽¹⁾ | 500 D | \$ 16.057 ⁽³⁾ 70,387 | D | |
| | | | | | 6,760 | I | |

| | | | | |
|--------------|-------|---|--|-------------------------------|
| Common Stock | | | | By Child Trust ⁽⁴⁾ |
| Common Stock | 6,760 | I | | By Child Trust ⁽⁵⁾ |
| Common Stock | 6,760 | 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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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to Buy) | \$ 3.675 | 12/18/2014 | 12/18/2014 | M | 4,916 | 03/12/2011 03/11/2020 | Common Stock | 4,916 |
| Employee Stock Option (right to Buy) | \$ 3.675 | 12/19/2014 | 12/19/2014 | M | 500 | 03/12/2011 03/11/2020 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HORNSTEIN RICHARD C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE | | | General Counsel | |

MOUNTAIN VIEW, CA 94043

Signatures

Richard
Hornstein

12/22/2014

__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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2014.
The price reported in column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.30, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.02 to \$16.145, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com 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.
- (3) These shares are held directly by Wojcicech Sobieszczanski TTEE of the Brandon Noah Hornstein Trust dated December 24, 2013.
- (4) These shares are held directly by Wojcicech Sobieszczanski TTEE of the Dylan Cole Hornstein Trust dated December 24, 2013.
- (5) These shares are held directly by Wojcicech Sobieszczanski TTEE of the Lucas Jaden Hornstein Trust dated December 24, 2013.

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.