

Quotient Technology Inc.  
 Form 3  
 January 05, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Chen Connie<br>(Last) (First) (Middle) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>01/01/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>Quotient Technology Inc. [QUOT] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Gen. Counsel, Sec., Comp. Off. | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|--|--|--|

QUOTIENT TECHNOLOGY INC., 400 LOGUE AVE.  
 (Street)

MOUNTAIN VIEW, CA 94043  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 8,171  | D   |  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                       | Date Exercisable | Expiration Date |              | Amount or Number of Shares |      | or Indirect (I) (Instr. 5) |   |
|-----------------------|------------------|-----------------|--------------|----------------------------|------|----------------------------|---|
| Restricted Stock Unit | Â (1)            | Â (1)           | Common Stock | 18,000                     | \$ 0 | D                          | Â |
| Restricted Stock Unit | Â (2)            | Â (2)           | Common Stock | 5,250                      | \$ 0 | D                          | Â |
| Restricted Stock Unit | Â (3)            | Â (3)           | Common Stock | 18,750                     | \$ 0 | D                          | Â |
| Restricted Stock Unit | Â (4)            | Â (4)           | Common Stock | 7,000                      | \$ 0 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Chen Connie<br>QUOTIENT TECHNOLOGY INC.<br>400 LOGUE AVE.<br>MOUNTAIN VIEW, CA 94043 | Â             | Â         | Â Gen. Counsel, Sec., Comp. Off. | Â     |

## Signatures

Connie Chen 01/05/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the restricted stock unit granted on November 14, 2013 became vested on September 3, 2014 and 25% of the restricted stock unit vests annually thereafter. Shares are delivered to reporting person on each vest date.
- (2) 25% of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2015 and 25% of the restricted stock unit vests annually thereafter. Shares are delivered to reporting person on each vest date.
- (3) 25% of the restricted stock unit granted on October 29, 2014 became vested on October 16, 2015 and 25% of the restricted stock unit vests annually thereafter. Shares are delivered to reporting person on each vest date.
- (4) 25% of the restricted stock unit granted on February 5, 2015 will become vested on February 20, 2016 and 25% of the restricted stock unit vests annually thereafter. Shares will be delivered to reporting person on each 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.