

Boal Steven R.  
Form 5/A  
May 18, 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)  
02/13/2018

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) Price                                                  |                                                                                            |                                                          |                                                       |                         |
| Common Stock                    | 11/16/2017                           |                                                    | G                              | 325,000 D                                                         | \$ 0                                                                                       | 3,406,635 (1) (2)                                        | D                                                     |                         |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                            | 2,882                                                    | I                                                     | By Family Trust (2) (3) |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                            | 454,733                                                  | I                                                     | By GRAT (2) (4)         |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                            | 454,733                                                  | I                                                     | By Wife GRAT (2)        |

|              |   |   |   |   |   |   |       |   |                           |
|--------------|---|---|---|---|---|---|-------|---|---------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 3,237 | I | (5)<br>By Child Trust (6) |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,237 | I | By Child Trust (7)        |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,237 | I | By Child Trust (8)        |

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

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SEC 2270 (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. 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.<br>C/O QUOTIENT TECHNOLOGY INC.<br>400 LOGUE AVENUE<br>MOUNTAIN VIEW, CA 94043 | Â X           | Â         | Â Executive Chairman | Â     |

## Signatures

/s/Margaret Tong Atty-in-Fact for Steven R. Boal 05/18/2018

\_\_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).

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- (1) The Form 5 filed on February 13, 2018 incorrectly reported the number of shares gifted by the reporting person on November 16, 2017, and reported erroneous gifts to the Annuity Trusts for the benefit of the reporting person and his spouse.
- (2) The number of derivative securities reported in column 5 reflects the number of shares held by the reporting person as of the filing date of this Form 5A and gives effect to all other amendments filed by the reporting person as of the date hereof.
- (3) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (4) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.
- (5) These shares are held directly by Steven R. Boal TTEE of the Michele L. Boal Annuity Trust dated December 6, 2013.
- (6) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (7) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (8) 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.