

Quotient Technology Inc.

Form 4

February 22, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Burbank John Howard III

(Last) (First) (Middle)

C/O PASSPORT CAPITAL,  
LLC, ONE MARKET ST.  
STEUART TOWER, SUITE 2200

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Quotient Technology Inc. [QUOT]

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

02/17/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
			Code	V	Amount	(A) or (D) Price		
Common Stock	02/17/2017		S		5,138	D \$ 12.9041 (1)	10,383,484 (2)	I See Footnotes (3)
Common Stock	02/17/2017		S		383,484	D \$ 12.2072 (4)	10,000,000 (2)	I See Footnotes (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burbank John Howard III C/O PASSPORT CAPITAL, LLC ONE MARKET ST. STEUART TOWER, SUITE 2200 SAN FRANCISCO, CA 94105		X		

## Signatures

/s/ John H.  
Burbank III 02/22/2017

\*\*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 securities were purchased in multiple transactions at prices ranging from \$12.9000 to \$12.9500 inclusive. Upon request, the reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the securities purchased at each separate price within the range set forth in this footnote.
- (1) The amount of securities reported in Column 5 represents the amount of securities beneficially owned directly by the reporting person and by certain entities for which the reporting person is the managing member.
  - (2) These securities are held of record by JHB Ventures, LLC ("JHB Ventures"). The reporting person is the managing member of JHB Ventures.
  - (3) The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$12.2000 to \$12.3000 inclusive. Upon request, the reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the securities purchased at each separate price within the

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range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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