

COUPONS.com Inc
Form 4
January 23, 2015

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 *
Aamir Mir

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)
01/21/2015

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CFO and COO

(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	01/21/2015	01/21/2015	M	500 A	\$ 8.65 338,534 ⁽¹⁾	D	
Common Stock	01/21/2015	01/21/2015	S ⁽²⁾	914 D	\$ 16.0472 337,620 ⁽¹⁾ ⁽³⁾	D	
Common Stock	01/22/2015	01/22/2015	M	500 A	\$ 8.65 338,120 ⁽¹⁾	D	
Common Stock	01/22/2015	01/22/2015	S ⁽²⁾	914 D	\$ 16.2097 337,206 ⁽¹⁾ ⁽⁴⁾	D	

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.65	01/21/2015	01/21/2015	M	500	10/24/2014 11/04/2023	Common Stock	500
Employee Stock Option (right to buy)	\$ 8.65	01/22/2015	01/22/2015	M	500	10/24/2014 11/04/2023	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aamir Mir C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043			CFO and COO	

Signatures

/s/Richard Hornstein Atty-in-Fact for Mir Aamir 01/23/2015

**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) Of the reported shares, 287,980 shares are represented by RSUs which continue to vest in equal annual installments over the next three years.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.23, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com
- (3) 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.
The price reported in column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.41, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com
- (4) 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.

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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