

Aamir Mir
 Form 4/A
 February 16, 2018

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

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

02/20/2017

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

02/23/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	02/20/2017		M	31,250 A \$ 0	376,470 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 ⁽²⁾	02/20/2017		M	31,250	⁽³⁾ ⁽³⁾	Common Stock	31,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aamir Mir C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043			President and CEO	

Signatures

/s/Margaret Tong Atty-in-Fact for Mir
Aamir
02/16/2018

**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).
- This amended Form 4 is being filed to report additional shares issued to the reporting person as a result of the vesting on February 20, 2017 of a restricted stock unit held by the reporting person that was not previously reported. This amended Form 4 also corrects the amount of securities held by the reporting person following the sales reported on the original Form 4 filed on February 23, 2017.
- (1) Par value of QUOT common stock is \$0.00001 per share.
 - (2) 1/4th of the restricted stock unit granted on February 17, 2016 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. 1/4th of the restricted stock unit continue to vest annually and 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.