

COUPONS.com Inc  
Form 4  
May 12, 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 \*  
**HORNSTEIN RICHARD**

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)  
05/08/2015

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

(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)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	05/08/2015	05/08/2015	S <sup>(1)</sup>	26,833	D	11.94 <sup>(2)</sup>	\$ 65,134	I	By Family Trust <sup>(3)</sup>
Common Stock							7,011	I	By Child Trust <sup>(4)</sup>
Common Stock							7,011	I	By Child Trust <sup>(5)</sup>
Common Stock							7,011	I	By Child Trust <sup>(6)</sup>
							5,416	D	

Common Stock

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

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SEC 1474 (9-02)

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

Table with 10 columns: 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. Number of Derivative Securities Beneficially Owned (Instr. 5), 10. Reporting Date (Instr. 3). Sub-headers for 6: Date Exercisable, Expiration Date; for 7: Title, Amount or Number of Shares; for 5: Code, V, (A), (D).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Relationship types: Director, 10% Owner, Officer, Other. Entry: HORNSTEIN RICHARD, C/O COUPONS.COM INCORPORATED, 400 LOGUE AVENUE, MOUNTAIN VIEW, CA 94043, General Counsel.

Signatures

Richard Hornstein 05/12/2015

\*\*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) These shares were sold by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2015.
(2)

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.89 to \$12.16, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com 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.

- (3) These shares are held directly by the Hornstein Family Trust u/a/d 12/24/13 of which the reporting person is a co-trustee.
- (4) These shares are held directly by a trust for the benefit of reporting person's minor child No. 1.
- (5) These shares are held directly by a trust for the benefit of reporting person's minor child No. 2.
- (6) These shares are held directly by a trust for the benefit of reporting person's minor child No. 3.

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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