

COUPONS.com Inc  
Form 4  
February 24, 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 \*  
Boal Steven R.

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)  
02/20/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/20/2015                           | 02/20/2015   | M                              | 37,500 A  | \$ 0  | I  | By Family Trust <sup>(1)</sup>                        |
| Common Stock                    | 02/23/2015                           | 02/23/2015   | S <sup>(2)</sup>               | 4,892 D   | \$ 9,6559 <sup>(3)</sup>  | I  | By Family Trust <sup>(1)</sup>                        |
| Common Stock                    | 02/24/2015                           | 02/24/2015   | S <sup>(2)</sup>               | 4,726 D   | \$ 10.0516 <sup>(4)</sup>   | I  | By Family Trust <sup>(1)</sup>                        |
| Common                          | 02/24/2015                           | 02/24/2015   | S                              | 7,608 D   | \$  | I  | By  |

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|              |                       |   |                            |
|--------------|-----------------------|---|----------------------------|
| Stock        | 10.0036<br><u>(5)</u> |   | Family Trust <u>(1)</u>    |
| Common Stock | 1,367,569             | D |                            |
| Common Stock | 454,733               | I | By Trust <u>(6)</u>        |
| Common Stock | 454,733               | I | By Wife Trust <u>(7)</u>   |
| Common Stock | 3,237                 | I | By Child Trust <u>(8)</u>  |
| Common Stock | 3,237                 | I | By Child Trust <u>(9)</u>  |
| Common Stock | 3,237                 | I | By Child Trust <u>(10)</u> |

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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Unit                      | <u>(11)</u>  | 02/20/2015                           | 02/20/2015   | M                              | 37,500  | <u>(12)</u>  | <u>(12)</u>   | Common Stock                  | 37,500                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Boal Steven R.<br>C/O COUPONS.COM INCORPORATED<br>400 LOGUE AVENUE | X             |           | President & CEO |       |

MOUNTAIN VIEW, CA 94043

## Signatures

/s/Richard Hornstein Atty-in-Fact for Steven  
R. Boal

02/24/2015

\_\_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 are held directly by the SMEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.

(2) The sales reported on this Form 4 were sold by the reporting person pursuant to an Issuer approved "Sales to Cover Plan" in order to cover withholding taxes incident to the vesting of the restricted stock unit.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.6101 to \$9.71, 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.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.07, 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.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.95 to \$10.20, 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.

(6) These shares are held directly by Steven R. Boal TTEE of the Steven R. Boal Annuity Trust dated December 6, 2013.

(7) These shares are held directly by Steven R. Boal TTEE of the Michelle L. Boal Annuity Trust dated December 6, 2013.

(8) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.

(9) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.

(10) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.

(11) The par value of COUP common stock is \$0.00001 per share

(12) 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2015 and shares were delivered to reporting person on that date. 1/4th of the restricted stock unit will 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.

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