

COUPONS.com Inc  
 Form 4  
 September 08, 2014

**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.

(Last) (First) (Middle)

C/O COUPONS.COM  
 INCORPORATED, 400 LOGUE  
 AVENUE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 COUPONS.com Inc [COUP]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/04/2014

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/04/2014	09/04/2014	M		6,800	\$ 0.2688	1,571,991 D
Common Stock	09/04/2014	09/04/2014	S <sup>(1)</sup>		6,800	\$ 16	1,565,191 D
Common Stock	09/05/2014	09/05/2014	M		56,456	\$ 0.2688	1,621,647 D
Common Stock	09/05/2014	09/05/2014	S <sup>(1)</sup>		56,456	\$ 16.096	1,565,191 D
						<u>(2)</u>	500,000 I

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Common Stock						By Wife Trust <sup>(3)</sup>
Common Stock		500,000		I		By Trust <sup>(4)</sup>
Common Stock		3,237		I		By Child Trust <sup>(5)</sup>
Common Stock		3,237		I		By Child Trust <sup>(6)</sup>
Common Stock		3,237		I		By Child Trust <sup>(7)</sup>

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.2688	09/04/2014	09/04/2014	M		6,800		11/12/2005	11/12/2014	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 0.2688	09/05/2014	09/05/2014	M		56,456		11/12/2005	11/12/2014	Common Stock	56,456

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Boal Steven R.  
C/O COUPONS.COM INCORPORATED X X President and CEO  
400 LOGUE AVENUE  
MOUNTAIN VIEW, CA 94043

## Signatures

Richard Hornstein Atty-in-Fact for Steven R. Boal 09/08/2014

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 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 \$16.30, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com
- (2) 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) The shares are held by Steven R. Boal TTEE of the Michele L Boal Annuity Trust dated December 6, 2013.
- (4) The shares are held by Steven R. Boal TTEE of the Steven R Boal Annuity Trust dated December 6, 2013.
- (5) The shares are held by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (6) The shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (7) The shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.

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.