

COUPONS.com Inc
Form 4
February 24, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HORNSTEIN RICHARD

(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)
02/20/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price			
Common Stock	02/20/2015	02/20/2015	M		62,500	A	\$ 0	127,634	I	By Family Trust ⁽¹⁾
Common Stock	02/23/2015	02/23/2015	S ⁽²⁾		8,065	D	\$ 10.0661 ⁽³⁾	119,569	I	By Family Trust ⁽¹⁾
Common Stock	02/24/2015	02/24/2015	S ⁽²⁾		8,112	D	\$ 10.0246 ⁽⁴⁾	111,457	I	By Family Trust ⁽¹⁾
Common	02/24/2015	02/24/2015	S		3,831	D	\$	107,626	I	By

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Stock	10.0525 <u>(5)</u>		Family Trust <u>(1)</u>
Common Stock	5,416	D	
Common Stock	8,511	I	By Child Trust <u>(6)</u>
Common Stock	8,511	I	By Child Trust <u>(7)</u>
Common Stock	8,511	I	By Child Trust <u>(8)</u>

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)

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
Restricted Stock Unit	<u>(9)</u>	02/20/2015	02/20/2015	M	62,500	<u>(10)</u>	<u>(10)</u>	Common Stock 62,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HORNSTEIN RICHARD C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	General Counsel

Signatures

/s/Richard
Hornstein

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 Hornstein Family Trust u/a/d 12/24/13 of which the reporting person is a co-trustee.

(2) These sales were made 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 \$10.06 to \$10.075, 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 \$10.08, 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 \$9.96 to \$10.16, 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.

(6) These shares are held directly by Wojcicech Sobieszczanski TTEE of the Brandon Noah Hornstein Trust dated December 24, 2013.

(7) These shares are directly by Wojcicech Sobieszczanski TTEE of the Dylan Cole Hornstein Trust dated December 24, 2013.

(8) These shares are held directly by Wojcicech Sobieszczanski TTEE of the Lucas Jaden Hornstein Trust dated December 24, 2013.

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

(10) 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 continues 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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