

COUPONS.com Inc
Form 4
May 27, 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)
05/22/2015

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 _____ Other (specify
below) 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	05/22/2015	05/22/2015	M		1,957	A	\$ 3.675	7,373	D
Common Stock	05/22/2015	05/22/2015	S ⁽¹⁾		1,957	D	\$ 13.165 ⁽²⁾	5,416	D
Common Stock								65,134	I
Common Stock								7,011	I
								7,011	I
									By Family Trust ⁽³⁾
									By Child Trust ⁽⁴⁾

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Common Stock			By Child Trust ⁽⁵⁾
Common Stock	7,011	I	By Child Trust ⁽⁶⁾

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)	\$ 3.675	05/22/2015	05/22/2015	M		1,957		03/12/2011	03/11/2020	Common Stock	1,957

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

Richard
Hornstein 05/26/2015

**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 sales were sold by the reporting person pursuant to Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2015.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.95 to \$13.32, inclusive. The reporting person undertakes to provide Coupons.com, 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.
- (2)
- (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 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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