

COUPONS.com Inc
Form 4
December 29, 2014

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 *
Aamir Mir

(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)
12/23/2014

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)
CFO and COO

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 Ownership (Instr. 4)
Common Stock	12/23/2014	12/23/2014	M	1,500	A \$ 8.65	342,018 ⁽¹⁾	D
Common Stock	12/23/2014	12/23/2014	S ⁽²⁾	2,742	D \$ 16.3424	339,276 ⁽¹⁾	D
Common Stock	12/24/2014	12/24/2014	M	500	A \$ 8.65	339,776 ⁽¹⁾	D
Common Stock	12/24/2014	12/24/2014	S ⁽²⁾	914	D \$ 17.3533	338,862 ⁽¹⁾	D

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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)	\$ 8.65	12/23/2014	12/23/2014	M	1,500	10/24/2014 11/04/2023	Common Stock 1,500
Employee Stock Option (right to buy)	\$ 8.65	12/24/2014	12/24/2014	M	500	10/24/2014 11/04/2023	Common Stock 500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Aamir Mir C/O COUPONS.COM INCORPORATED 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	CFO and COO

Signatures

/s/Richard Hornstein Atty-in-Fact for Mir Aamir 12/29/2014

__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) Of the reported shares, 287,980 shares are represented by RSUs which continue to vest in equal annual installments over the next three years.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 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 \$16.76, 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.92 to \$17.55, 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 with the range set forth in this footnote.
- (4)

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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