

COUPONS.com Inc
Form 4
January 06, 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 *
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)
01/02/2015

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)
General Counsel

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 | | 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 | 12/23/2014 | 12/23/2014 | G | V | 5,253 | D | \$ 0 | 65,134 | I | By Family Trust ⁽¹⁾ |
| Common Stock | 12/23/2014 | 12/23/2014 | G | V | 1,751 | A | \$ 0 | 8,511 | I | By child trust ⁽²⁾ |
| Common Stock | 12/23/2014 | 12/23/2014 | G | V | 1,751 | A | \$ 0 | 8,511 | I | By Child Trust ⁽³⁾ |
| Common Stock | 12/23/2014 | 12/23/2014 | G | V | 1,751 | A | \$ 0 | 8,511 | I | By Child Trust ⁽⁴⁾ |
| | 01/02/2015 | 01/02/2015 | M | | 5,416 | A | \$ 3.675 | 5,416 | D | |

Common
Stock

| | | | | | | | | |
|-----------------|------------|------------|------------------|-------|---|---------------|---|---|
| Common Stock | 01/02/2015 | 01/02/2015 | S ⁽⁵⁾ | 5,416 | D | \$ 17.2747 | 0 | D |
| | | | | | | <u>(6)</u> | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 3.675 | 01/02/2015 | 01/02/2015 | M | 5,416 | 03/12/2011 03/11/2020 | Common Stock | 5,416 |

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 01/06/2015

**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 were previously reported as directly beneficially owned by the reporting person but were contributed on December 23, 2014 to the Hornstein Family Trust u/a/d 12/24/13 of which the reporting person is a co-trustee.

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

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

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

(5) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2014.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.9741 to \$17.92, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of
(6) 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.

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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