

COUPONS.com Inc
Form 4
February 27, 2015

FORM 4

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

OMB APPROVAL

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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)
02/25/2015

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 (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	02/25/2015	02/25/2015	S ⁽¹⁾		7,991	D		\$ 9.9567 (2)	99,635	I	By Family Trust ⁽³⁾
Common Stock	02/25/2015	02/25/2015	S ⁽⁴⁾		3,816	D		\$ 9.9348 (5)	95,819	I	By Family Trust ⁽³⁾
Common Stock	02/26/2015	02/26/2015	S ⁽⁴⁾		3,852	D		\$ 10.024 (6)	91,967	I	By Family Trust ⁽³⁾
Common									5,416	D	

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 made by the reporting person pursuant to an Issuer approved "Sales to Cover Plan" in order to cover withholding taxes incident to the vesting of the restricted stock units.

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 \$10.00, 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) 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 sales 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 ranging from \$9.85 to \$10.01, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com Incorporated or

(5) 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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.89 to \$10.23, inclusive. The reporting person undertakes to provide Coupons.com Incorporated, any security holder of Coupons.com

(6) 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.

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

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

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

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.