

COUPONS.com Inc
Form 4
May 21, 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

2. Issuer Name and Ticker or Trading Symbol
COUPONS.com Inc [COUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O COUPONS.COM
INCORPORATED, 400 LOGUE
AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2015

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

(Street)
MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
| Common Stock | 05/19/2015 | 05/19/2015 | M | | | 25,538 | A \$ 3.675 | 30,954 | D | |
| Common Stock | 05/19/2015 | 05/19/2015 | S ⁽¹⁾ | | | 25,538 | D \$ 12.9502 | 5,416 | D | |
| Common Stock | 05/21/2015 | 05/21/2015 | M | | | 2,505 | A \$ 3.675 | 7,921 | D | |
| Common Stock | 05/21/2015 | 05/21/2015 | S ⁽¹⁾ | | | 2,505 | D \$ 12.9619 | 5,416 | D | |

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| | | | |
|--------------|--------|---|--------------------------------|
| Common Stock | 65,134 | I | By Family Trust ⁽⁴⁾ |
| Common Stock | 7,011 | I | By Child Trust ⁽⁵⁾ |
| Common Stock | 7,011 | I | By Child Trust ⁽⁶⁾ |
| Common Stock | 7,011 | I | By Child Trust ⁽⁷⁾ |

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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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 | 05/19/2015 | 05/19/2015 | M | 25,538 | 03/12/2011 | 03/11/2020 | Common Stock | 25,538 |
| Employee Stock Option (Right to Buy) | \$ 3.675 | 05/21/2015 | 05/21/2015 | M | 2,505 | 03/12/2011 | 03/11/2020 | Common Stock | 2,505 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HORNSTEIN RICHARD | | | General Counsel | |

