

COUPONS.com Inc
Form 4
February 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Aamir Mir

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)
02/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO and COO

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/20/2015	02/20/2015	M			37,500	A	\$ 0	374,706	D	
Common Stock	02/23/2015	02/23/2015	S ⁽¹⁾			4,855	D	\$ 9.739 ⁽²⁾	369,851	D	
Common Stock	02/24/2015	02/24/2015	S ⁽¹⁾			4,726	D	\$ 10.0066 ⁽³⁾	365,125	D	

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

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SEC 1474 (9-02)

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- 1/4th of the restricted stock unit granted on May 1, 2014 became vested on February 20, 2015 and shares were delivered to reporting person on that date. 1/4th of the restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5)

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.