

COUPONS.com Inc  
Form S-8  
March 19, 2015

As filed with the Securities and Exchange Commission on March 19, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**COUPONS.COM INCORPORATED**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**77-0485123**  
**(I.R.S. Employer**  
**Identification Number)**

**400 Logue Avenue**

**Mountain View, California 94043**

**(650) 605-4600**

**(Address, including Zip Code, of Principal Executive Offices)**

**2013 Equity Incentive Plan**

**2013 Employee Stock Purchase Plan**

**(Full title of the plan)**

**Steven R. Boal**

**President and Chief Executive Officer**

**Coupons.com Incorporated**

**400 Logue Avenue**

**Mountain View, California 94043**

**(650) 605-4600**

**(Name, address and telephone number, including area code, of agent for service)**

*Copies to:*

**Jeffrey D. Saper, Esq.  
Mark B. Baudler, Esq.  
Wilson Sonsini Goodrich & Rosati, P.C.  
650 Page Mill Road  
Palo Alto, California 94304**

**Richard Hornstein, Esq.  
Coupons.com Incorporated  
General Counsel  
400 Logue Avenue  
Mountain View, California 94043**

(650) 493-9300

(650) 605-4600

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.00001 per share, reserved for issuance pursuant to the 2013 Equity Incentive Plan	3,255,200(2)	\$10.09(4)	\$32,844,968	\$3,817
Common Stock, par value \$0.00001 per share, reserved for issuance pursuant to the 2013 Employee Stock Purchase Plan	400,000(3)	\$8.58(5)	\$3,432,000	\$399
<b>TOTAL</b>	<b>3,655,200</b>		<b>\$36,276,968</b>	<b>\$4,216</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the **Securities Act**), this registration statement shall also cover any additional securities that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's 2013 Equity Incentive Plan (the **2013 Plan**) and the Registrant's 2013 Employee Stock Purchase Plan (the **ESPP**) by reason of any stock split, stock dividend or similar adjustment effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Reflects an automatic annual increase of 3,255,200 on January 1, 2015 to the number of shares of Registrant's Common Stock reserved for issuance under the 2013 Plan, which annual increase is provided for in the 2013 Plan.
- (3) Reflects an automatic annual increase of 400,000 on January 1, 2015 to the number of shares of Registrant's Common Stock reserved for issuance under the ESPP, which annual increase is provided for in the ESPP.
- (4) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$10.09 per share, which represents the average of

the high and low price per share of the Registrant's common stock on March 16, 2015 as reported on the New York Stock Exchange.

- (5) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$10.09, which represents the average of the high and low price per share of the Registrant's common stock on March 16, 2015 as reported on the New York Stock Exchange. Pursuant to the 2013 Employee Stock Purchase Plan, the purchase price of the shares of the Registrant's common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value on (i) the first trading day of the offering period or (ii) the purchase date.

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**REGISTRATION OF ADDITIONAL SECURITIES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the **Registration Statement**) registers additional shares of Common Stock of Coupons.com Incorporated (the **Registrant**) to be issued pursuant to the Registrant's 2013 Equity Incentive Plan (the **2013 Plan**) and the 2013 Employee Stock Purchase Plan (the **ESPP**). The number of shares of the Registrant's common stock available for grant and issuance under the 2013 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2015 and each subsequent anniversary through 2023, by an amount equal to the smaller of (a) 4% of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (b) an amount determined by the Registrant's board of directors. The number of shares of the Registrant's common stock available for grant and issuance under the ESPP is subject to an annual increase on the first day of each fiscal year starting on January 1, 2015 and each subsequent anniversary through 2023, equal to the smallest of (a) 400,000, (b) 0.5% of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (b) an amount determined by the Registrant's board of directors.

On January 1, 2015, the number of shares of the Registrant's common stock available for grant and issuance under the 2013 Plan and the ESPP increased by 3,255,200 shares and 400,000 shares, respectively. These additional shares of Common Stock have become reserved for issuance as a result of the operation of the evergreen provision of the 2013 Plan and the ESPP. Accordingly, the content of the Registrant's Registration Statement on Form S-8 (No. 333-194495) filed with the Securities and Exchange Commission (the **Commission**) on March 12, 2014 is incorporated herein by reference pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant's Annual Report on Form 10-K filed with the Commission on March 19, 2015 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**);
- (2) The Registrant's Current Report on Form 8-K filed with the Commission on February 9, 2015 (with respect to Items 5.02 and 8.01, except, to the extent that information therein is furnished and not filed with the Commission); and
- (3) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-36331) filed with the Commission on March 4, 2014, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration

Statement that indicate that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### Item 8. Exhibits

Exhibit Number	Description	Filed Herewith	Incorporated by Reference Herein		
			Form	Exhibit	Filing Date
4.1	Form of Common Stock certificate of the Registrant		Form S-1/A	4.1	February 25, 2014
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation	X			
23.1	Consent of Independent Registered Public Accounting Firm	X			
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)	X			
24.1	Power of Attorney (contained on signature page hereto)	X			
99.1	2013 Equity Incentive Plan		Form S-1	10.4	January 31, 2014
99.2	2013 Employee Stock Purchase Plan		Form S-1	10.5	January 31, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mountain View, State of California, on this 19th day of March, 2015.

**Coupons.com Incorporated**

By: /s/ Steven R. Boal  
 Steven R. Boal  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

*KNOW ALL PERSONS BY THESE PRESENTS*, that each person whose signature appears below hereby constitutes and appoints Steven R. Boal and Richard Hornstein, and each of them, as their true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement and the Power of Attorney has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Steven R. Boal <b>Steven R. Boal</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 19, 2015
/s/ Mir Aamir <b>Mir Aamir</b>	Chief Financial Officer and Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	March 19, 2015
/s/ Michael Walsh <b>Michael Walsh</b>	Chief Security Officer, Head of Research & Development and Director	March 19, 2015
/s/ Andrew Jody Gessow <b>Andrew Jody Gessow</b>	Director	March 19, 2015
/s/ Dawn Lepore <b>Dawn Lepore</b>	Director	March 19, 2015
/s/ David E. Siminoff <b>David E. Siminoff</b>	Director	March 19, 2015



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**EXHIBIT INDEX**

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