

COUPONS.com Inc
Form 8-K
June 12, 2015

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported)

June 11, 2015

Coupons.com Incorporated

(Exact name of Registrant as specified in its charter)

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

001-36331
(Commission
File Number)

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

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400 Logue Avenue

Mountain View, California 94043

(Address of principal executive offices)

(650) 605-4600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On June 11, 2015, Coupons.com Incorporated (the *Company*) held its 2015 annual meeting of stockholders (the *Annual Meeting*). As of the close of business on April 24, 2015, the record date for the Annual Meeting, 82,757,646 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 77,106,053, or approximately 93.17% of the outstanding common shares entitled to vote, were represented in person or by proxy and, therefore, a quorum was present:

1. To elect two Class I directors to serve until the 2018 annual meeting of stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal; and
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2015.

For more information about the foregoing proposals, see the Company's definitive proxy statement filed with the Securities and Exchange April 29, 2015.

The results of the voting at the Annual Meeting are as follows:

1. Election of two Class I Directors

| Nominee | Votes For | Votes Withheld | Broker Non-votes |
|-------------------|------------------|-----------------------|-------------------------|
| Steve Horowitz | 61,268,714 | 516,954 | 15,320,385 |
| David E. Siminoff | 61,208,565 | 577,103 | 15,320,385 |

Each director nominee was duly elected to serve until the 2018 annual meeting of stockholders and until his successor is duly elected and qualified, subject to earlier resignation or removal.

2. Ratification of Appointment of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 75,751,122 | 1,292,254 | 62,677 | |

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Coupons.com Incorporated

By: /s/ Richard Hornstein
Richard Hornstein
General Counsel

Date: June 12, 2015