

Quotient Ltd
Form 4
November 02, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCONNOR SARAH A

(Last) (First) (Middle)

ELIZABETH HOUSE, 9 CASTLE
STREET

(Street)

ST HELIER, Y9 JE2 3RT

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Quotient Ltd [QTNT]

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2016

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)

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
Ordinary Shares	10/31/2016		M		1,291	A	11,291
							D

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Ordinary Share Option (Right to Buy)	\$ 11.62							<u>(2)</u>	10/31/2025	Ordinary Shares	4,303
Restricted Stock Units	<u>(1)</u>	10/31/2016		M		1,291		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	1,291
Ordinary Share Option (Right to Buy)	\$ 9.26							<u>(4)</u>	08/05/2024	Ordinary Shares	10,800
Ordinary Share Option (Right to Buy)	\$ 9.95							<u>(5)</u>	10/31/2024	Ordinary Shares	5,025
Ordinary Share Option (Right to Buy)	\$ 5.73	10/31/2016		A		8,726		<u>(6)</u>	10/31/2026	Ordinary Shares	8,726
Restricted Stock Units	<u>(1)</u>	10/31/2016		A		5,236		<u>(7)</u>	<u>(7)</u>	Ordinary Shares	5,236

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OCONNOR SARAH A ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT	X

Signatures

/s/ Sarah A.
O'Connor

11/02/2016

__Signature of
Reporting Person

Date

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) Restricted Stock Units convert into ordinary shares on a one-for-one basis.

(2) 1,434 options vested on October 31, 2016 and remain exercisable, 1,434 options will vest on October 31, 2017, 1,435 options will vest on October 31, 2018.

(3) On October 31, 2015, the reporting person was granted 2,582 restricted stock units, of which 1,291 restricted stock units have vested and been exercised. The remaining 1,291 restricted stock units will vest on October 31, 2017.

(4) 7,200 options have vested and remain exercisable, 3,600 options will vest on August 6, 2017.

(5) 3,350 options have vested and remain exercisable, 1,675 options will vest on October 31, 2017.

(6) The options vest and become exercisable in three equal annual installments beginning October 31, 2017.

(7) On October 31, 2016, the reporting person was granted 5,236 restricted stock units, vesting in two equal installments on October 31, 2017 and October 31, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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