

von Prondzynski Heino
Form 4
August 07, 2018

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 *
von Prondzynski Heino

(Last) (First) (Middle)

C/O QUOTIENT LIMITED, 28
ESPLANADE

(Street)

ST HELIER, Y9 JE2 3QA

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2018

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. 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	08/03/2018		A		10,000	A	\$ 7.54
					92,566		D

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

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information contained in this form are not
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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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)					(2)	(2)	Ordinary Shares	12,500	
Ordinary Share Option (Right to Buy)	\$ 11.62					(3)	10/31/2025	Ordinary Shares	4,303	
Restricted Stock Units	(1)					(4)	(4)	Ordinary Shares	7,613	
Ordinary Share Option (Right to Buy)	\$ 5.73					(5)	10/31/2026	Ordinary Shares	8,726	
Restricted Stock Units	(1)					(6)	(6)	Ordinary Shares	2,618	
Restricted Stock Units	(1)					(7)	(7)	Ordinary Shares	25,268	
Ordinary Share Option (Right to Buy)	\$ 5.21					(8)	10/31/2027	Ordinary Shares	9,597	
Restricted Stock Units	(1)					(9)	(9)	Ordinary Shares	5,758	
Restricted Stock Units	(1)					(10)	(10)	Ordinary Shares	8,288	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
von Prondzynski Heino C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA	X			

Signatures

/s/ Heino von
Prondzynski

08/07/2018

 **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) On September 15, 2014, the reporting person was granted 50,000 restricted stock units, of which 37,500 restricted stock units have vested and been exercised. The remaining 12,500 restricted stock units will vest on September 4, 2018.
 - (3) 2,868 options have vested and remain exercisable, 1,435 options will vest on October 31, 2018.
 - (4) On September 4, 2016, the reporting person was granted 15,226 restricted stock units, of which 7,613 restricted stock units have vested and been exercised. The remaining 7,613 restricted stock units will vest on September 4, 2018.
 - (5) 2,909 options vested on October 31, 2017 and remain exercisable, 2,909 options will vest on October 31, 2018, 2,908 options will vest on October 31, 2019.
 - (6) On October 31, 2016, the Reporting Person was granted 5,236 restricted stock units, of which 2,618 have vested and have been exercised. The remaining 2,618 restricted stock units will vest on October 31, 2018.
 - (7) On September 4, 2017, the reporting person was granted 25,268 restricted stock units, vesting in two equal installments on September 4, 2018 and September 4, 2019.
 - (8) The options vest and become exercisable in three equal annual installments beginning October 31, 2018.
 - (9) On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, vesting in two equal installments on October 31, 2018 and October 31, 2019.
 - (10) On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 8,288 restricted stock units have vested and have converted to ordinary shares. The remaining 24,862 restricted stock units will vest quarterly in three equal installments on October 4, 2018, January 4, 2019 and April 4, 2019.

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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