von Prondzynski Heino
Form 4
September 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
09/04/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	09/04/2018		M		32,747	A	(1)	125,313	D	

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

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

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
Restricted Stock Units	(1)	09/04/2018		M			12,500	(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)	09/04/2018		M			7,613	(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)	09/04/2018		M			12,634	(7)	(7)	Ordinary Shares	12,634
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	09/05/2018
**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 covert into ordinary shares on a one-for-one basis.
- **(2)** On September 15, 2014, the reporting person was granted 50,000 restricted stock units, all of which have vested and have been exercised.
- **(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, all of which have vested and have been exercised.
- **(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, of which 12,634 restricted stock units have vested and have been exercised. The remaining 12,634 restricted stock units will vest on 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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