

von Prondzynski Heino
Form 4
October 04, 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)
10/04/2018

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Ordinary Shares | 10/04/2018 | | M | 8,288 A | 133,601 | D | |

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

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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 Share |
| Ordinary Share Option(Right to Buy) | \$ 11.62 | | | | | (2) 10/31/2025 | Ordinary Shares 4,303 |
| Ordinary Share Option(Right to Buy) | \$ 5.73 | | | | | (3) 10/31/2026 | Ordinary Shares 8,726 |
| Restricted Stock Units | (1) | | | | | (4) (4) | Ordinary Shares 2,618 |
| Restricted Stock Units | (1) | | | | | (5) (5) | Ordinary Shares 12,634 |
| Ordinary Share Option (Right to Buy) | \$ 5.21 | | | | | (6) 10/31/2027 | Ordinary Shares 9,597 |
| Restricted Stock Units | (1) | | | | | (7) (7) | Ordinary Shares 5,758 |
| Restricted Stock Units | (1) | 10/04/2018 | | M | 8,288 | (8) (8) | 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
10/04/2018
Date

**Signature of Reporting
Person

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) 2,868 options have vested and remain exercisable, 1,435 options will vest on October 31, 2018.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The options vest and become exercisable in three equal annual installments beginning October 31, 2018.
- (7) 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.
On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 16,576 restricted stock units have vested and
- (8) have converted to ordinary shares. The remaining 16,574 restricted stock units will vest quarterly in two equal installments on 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.