

McDonough Brian
Form 4
December 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McDonough Brian

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28 ESPLANADE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2018

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

ST HELIER, Y9 JE2 3QA

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Ordinary Shares	11/27/2018		G		53,040 (11) \$ 0 10,697	D	
Ordinary Shares	11/27/2018		G		53,040 (11) \$ 0 53,040	I	By Trust

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)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ordinary Share Option (Right to Buy)	\$ 8					<u>(1)</u>	04/29/2024	Ordinary Shares	10,000
Options to purchase ordinary shares	<u>(2)</u>					11/14/2022	08/30/2022	Ordinary Shares	40,029
Ordinary Share Option (Right to Buy)	\$ 9.95					<u>(3)</u>	10/31/2024	Ordinary Shares	5,025
Ordinary Share Option (Right to Buy)	\$ 11.62					<u>(4)</u>	10/31/2025	Ordinary Shares	4,303
Ordinary Share Option (Right to Buy)	\$ 5.73					<u>(5)</u>	10/31/2026	Ordinary Shares	8,726
Ordinary Share Option (Right to Buy)	\$ 5.21					<u>(7)</u>	10/31/2027	Ordinary Shares	9,597
Restricted Stock Units	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>	Ordinary Shares	2,879
Restricted Stock	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Ordinary Shares	18,721

Units

Ordinary
Share

Option \$ 6.41

(Right to
Buy)(10)

10/31/2028

Ordinary
Shares

6,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonough Brian 28 ESPLANADE ST HELIER, Y9 JE2 3QA	X			

Signatures

/s/ Brian

McDonough

12/03/2018

**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) All 10,000 options have vested and remain exercisable.
 - (2) The exercise price will be paid in pounds sterling, at GBP 0.91 per share.
 - (3) All 5,025 options have vested and remain exercisable.
 - (4) All 4,303 options have vested and remain exercisable.
 - (5) 5,818 options have vested on October 31, 2018 and remain exercisable, 2,908 options will vest on October 31, 2019.
 - (6) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
 - (7) 3,199 options vested on October 31, 2018 and remain exercisable, 3,199 options will vest on October 31, 2019 and 3,199 options will vest on October 31, 2020.
 - (8) On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, of which 2,879 have vested and have been exercised. The remaining 2,879 restricted stock units will vest on October 31, 2019.
 - (9) On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
 - (10) The options vest and become exercisable in three equal annual installments beginning October 31, 2019.
 - (11) On November 27, 2018, the reporting person transferred 53,040 ordinary shares to the Brian P. McDonough and Beth Anna McGuire, Co-Trustees of their successors in trust, of the McDonough-McGuire Joint Revocable Trust, dated May 14, 2013.

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.