

Farrell Edward  
Form 4  
June 01, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
Farrell Edward

(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)  
05/24/2018

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)  
President

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)
Ordinary Shares				(A) or (D)	2,133	D	

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

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(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
Employee Stock Option (right to buy)	\$ 11.92					<u>(1)</u>	05/31/2026	Ordinary Shares	30,000
Multi-year Performance Based Restricted Stock Units	<u>(2)</u>					<u>(2)</u>	12/31/2018	Ordinary Shares	50,000
Multi-year Performance Based Restricted Stock Units	<u>(3)</u>					<u>(3)</u>	12/31/2018	Ordinary Shares	35,000
Employee Stock Option (right to buy)	\$ 15.17					<u>(4)</u>	05/19/2025	Ordinary Shares	30,000
Options to acquire ordinary shares	<u>(5)</u>					<u>(6)</u>	04/10/2023	Ordinary Shares	96,000
Employee Stock Option (right to buy)	\$ 8					<u>(7)</u>	04/29/2024	Ordinary Shares	79,000
Employee Stock Option (right to buy)	\$ 7.58					<u>(8)</u>	05/23/2027	Ordinary Shares	40,000
Multi-year Performance Based Restricted Stock Unit	<u>(9)</u>					<u>(9)</u>	12/31/2019	Ordinary Shares	50,000
Restricted Stock Units	<u>(10)</u>	05/24/2018		A	36,773	<u>(11)</u>	<u>(11)</u>	Ordinary Shares	36,773

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farrell Edward C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA			President	

## Signatures

/s/ Edward Farrell, by Allein Sabel, his attorney-in-fact

06/01/2018

\_\_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) 20,000 options have vested and remain exercisable and 10,000 options will vest on June 1, 2019.

(2) Each Multi-year Performance Based Restricted Stock Unit ("MRSU") represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$40.00 per share for 20 consecutive trading days during the period April 1, 2018 to December 31, 2018.

(3) Each MRSU represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$60.00 per share for 20 consecutive trading days during the period April 1, 2018 to December 31, 2018.

(4) All 30,000 options have vested and remain exercisable.

(5) The exercise price will be paid in pounds sterling, at GBP0.003 per share.

(6) All 96,000 options have vested and remain exercisable.

(7) All 79,000 options have vested and remain exercisable.

(8) 13,333 vested on May 24, 2018 and remain exercisable, 13,333 options will vest on May 24, 2019, 13,334 options will vest on May 24, 2020.

(9) Each MRSU represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$22.00 per share for 20 consecutive trading days during the period April 1, 2019 to December 31, 2019.

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

(11) On May 24, 2018, the Reporting Person was granted 36,773 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 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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