

Quotient Ltd  
Form 4  
November 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
McDonough Brian

(Last) (First) (Middle)

ELIZABETH HOUSE, 9 CASTLE STREET

(Street)

ST HELIER, Y9 JE2 3RT

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2015

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					22,054	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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>					11/14/2014	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	10/31/2015		A	4,303	<u>(4)</u>	10/31/2025	Ordinary Shares	4,303
Restricted Stock Units	<u>(5)</u>	10/31/2015		A	2,582	<u>(6)</u>	<u>(6)</u>	Ordinary Shares	2,582

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonough Brian ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT	X			

## Signatures

/s/ Brian McDonough  
 11/03/2015  
 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) 3,333 options vested on April 29, 2015 and remain exercisable, 3,333 will vest on April 29, 2016, 3,334 will vest on April 29, 2017.
- (2) The exercise price will be paid in pounds sterling, at GBP 0.91 per share.
- (3) 1,675 options vested on October 31, 2015 and remain exercisable, 1,675 options will vest on October 31, 2016, 1,675 options will vest on October 31, 2017.
- (4) The options vest and become exercisable in three equal annual installments beginning October 31, 2016.
- (5) The Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (6) On October 31, 2015, the reporting person was granted 2,582 restricted stock units, vesting in two equal annual installments on the first and second anniversary of the date of the grant.

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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