

OCONNOR SARAH A  
 Form 4  
 October 30, 2017

**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 \*  
 OCONNOR SARAH A

(Last) (First) (Middle)  
 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)  
 10/26/2017

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)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares	10/26/2017		A		2,099 (1) \$ 4.64	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)**

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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)	\$ 11.62					(2)	10/31/2025	Ordinary Shares	4,303
Restricted Stock Units	(3)					(4)	(4)	Ordinary Shares	1,291
Ordinary Share Option (Right to Buy)	\$ 9.26					(5)	08/05/2024	Ordinary Shares	10,800
Ordinary Share Option (Right to Buy)	\$ 9.95					(6)	10/31/2024	Ordinary Shares	5,025
Ordinary Share Option (Right to Buy)	\$ 5.73					(7)	10/31/2026	Ordinary Shares	8,726
Restricted Stock Units	(2)					(8)	(8)	Ordinary Shares	5,236
Warrant	\$ 5.8	10/26/2017		A	2,099	10/26/2017	07/31/2018	Ordinary Shares	2,099 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

OCONNOR SARAH A  
28 ESPLANADE  
ST HELIER, Y9 JE2 3QA

## Signatures

/s/ Sarah A.  
O'Connor

10/30/2017

    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) The Reporting Person purchased 2,099 ordinary shares and a warrant to purchase 2,099 ordinary shares from Quotient in a private placement transaction.
- (2) 1,434 options vested on October 31, 2016 and remain exercisable, 1,434 options will vest on October 31, 2017, 1,435 options will vest on October 31, 2018.
- (3) Restricted Stock Units convert into ordinary shares on a one for one basis.
- (4) On October 31, 2015, the reporting person was granted 2,582 restricted stock units, of which 1,291 restricted stock units have vested and been exercised. The remaining 1,291 restricted stock units will vest on October 31, 2017.
- (5) All 10,800 options have vested and remain exercisable.
- (6) 3,350 options have vested and remain exercisable, 1,675 options will vest on October 31, 2017.
- (7) The options vest and become exercisable in three equal annual installments beginning October 31, 2017.
- (8) On October 31, 2016, the reporting person was granted 5,236 restricted stock units, vesting in two equal installments on October 31, 2017 and October 31, 2018.

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.