

Walt Franz  
 Form 4  
 November 02, 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 \*  
 Walt Franz

(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)  
 10/31/2018

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)  
 Chief Executive Officer

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) Price			
Ordinary Shares	10/31/2018		M	49,476 A	151,801	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 Shares
Ordinary Share Option (Right to Buy)	\$ 4.41					<u>(2)</u>	02/19/2028	Ordinary Share	22,6
Ordinary Share Option (Right to Buy)	\$ 4.71					<u>(3)</u>	04/01/2028	Ordinary Share	30,0
Restricted Stock Units	<u>(1)</u>	10/31/2018		A	91,743	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	91,7
Restricted Stock Units	<u>(1)</u>	10/31/2018		M	38,226	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	38,2
Restricted Stock Units	<u>(1)</u>	10/31/2018		A	45,000	<u>(5)</u>	<u>(5)</u>	Ordinary Shares	45,0
Restricted Stock Units	<u>(1)</u>	10/31/2018		M	11,250	<u>(5)</u>	<u>(5)</u>	Ordinary Shares	11,2
Ordinary Share Option (Right to Buy)	\$ 6.54	10/31/2018		A	45,872	<u>(6)</u>	10/31/2028	Ordinary Shares	45,8
Ordinary Share Option (Right to Buy)	\$ 7.54	10/31/2018		A	70,000	<u>(7)</u>	10/31/2028	Ordinary Shares	70,0
Restricted Stock Units	<u>(1)</u>	11/02/2018		A	91,743	<u>(8)</u>	<u>(8)</u>	Ordinary Shares	91,7

