

Quotient Ltd
Form 4
November 03, 2015

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 *
von Prondzynski Heino

(Last) (First) (Middle)

C/O QUOTIENT
LIMITED, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares | | | | (A) or (D) | 12,500 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | | | | | (2) (2) | Ordinary Shares | 37,500 |
| Restricted Stock Units | (1) | | | | | (3) (3) | Ordinary Shares | 9,867 |
| Ordinary Share Option (Right to Buy) | \$ 11.62 | 10/31/2015 | | A | 4,303 | (4) 10/31/2025 | Ordinary Shares | 4,303 |
| Restricted Stock Units | (1) | 10/31/2015 | | A | 2,582 | (5) (5) | Ordinary Shares | 2,582 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

von Prondzynski Heino
 C/O QUOTIENT LIMITED
 ELIZABETH HOUSE, 9 CASTLE STREET X
 ST HELIER, Y9 JE2 3RT

Signatures

/s/ Heino von Prondzynski, by Allein Sabel, his attorney-in-fact

11/03/2015

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

(2) On September 15, 2014, the reporting person was granted 50,000 restricted stock units, of which 12,500 restricted stock units have vested and been exercised, as reported on the Form 4 filed September 9, 2015. The remaining 37,500 restricted stock units will vest in three

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equal annual installments beginning on September 4, 2016.

- (3) On September 4, 2015, the reporting person was granted 9,867 restricted stock units. The restricted stock units vest in their entirety on September 4, 2017.
- (4) The options vest and become exercisable in three equal annual installments beginning October 31, 2016.
- (5) On October 31, 2015, the reporting person was granted 2,582 restricted stock units, vesting in two equal installments on the first and second anniversary 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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