

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 *
OCONNOR SARAH A

(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 | | | | | 10,000 | 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 | 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 |
|--|--|--------------------------------------|--|---------------------|---|--|---|-------------------------------|
| Ordinary Share Option (right to buy) | \$ 11.62 | 10/31/2015 | | A | 4,303 | <u>(1)</u> 10/31/2025 | Ordinary Shares | 4,303 |
| Restricted Stock Units | <u>(2)</u> | 10/31/2015 | | A | 2,582 | <u>(3)</u> <u>(3)</u> | Ordinary Shares | 2,582 |
| Ordinary Share Option (right to buy) | \$ 9.26 | | | | | <u>(4)</u> 08/05/2024 | Ordinary Shares | 10,800 |
| Ordinary Share Option (right to buy) | \$ 9.95 | | | | | <u>(5)</u> 10/31/2024 | Ordinary Shares | 5,052 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OCONNOR SARAH A ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT | X | | | |

Signatures

/s/ Sarah A. O'Connor, by Allein Sabel, her 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) The options vest and become exercisable in three equal annual installments beginning October 31, 2016.
- (2) The Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (3) 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.
- (4) 3,600 options vested on August 5, 2015 and remain exercisable, 3,600 options will vest on August 6, 2016, 3,600 options will vest on August 6, 2017.
- (5) 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.

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.