

von Prondzynski Heino  
Form 4  
November 02, 2018

**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, 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)

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)<br>Code V Amount (D) Price                             |   |  |                                   |
| Ordinary Shares                 | 10/31/2018                           |  | M                              | 5,497 A   | 139,098   | 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)       | \$ 11.62   |                                      |  |                                |   |  |     | (2)   | 10/31/2025      | Ordinary Shares | 4,30                       |
| Ordinary Share Option (Right to Buy)       | \$ 5.73  |                                      |  |                                |   |  |     | (3)   | 10/31/2026      | Ordinary Shares | 8,72                       |
| Restricted Stock Units                     | (1)  | 10/31/2018                           |  | M                              |   | 2,618  |     | (4)   | (4)             | Ordinary Shares | 2,61                       |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   |  |     | (5)   | (5)             | Ordinary Shares | 12,63                      |
| Ordinary Share Option (Right to Buy)       | \$ 5.21  |                                      |  |                                |   |  |     | (6)   | 10/31/2027      | Ordinary Shares | 9,59                       |
| Restricted Stock Units                     | (1)  | 10/31/2018                           |  | M                              |   | 2,879  |     | (7)   | (7)             | Ordinary Shares | 2,87                       |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   |  |     | (8)   | (8)             | Ordinary Shares | 16,57                      |
| Restricted Stock Units                     | (1)  | 10/31/2018                           |  | A                              |   | 18,721   |     | (9)   | (9)             | Ordinary Shares | 18,72                      |
| Restricted Stock Units                     | (1)  | 10/31/2018                           |  | A                              |   | 10,990   |     | (10)  | (10)            | Ordinary Shares | 10,99                      |
| Ordinary Share Option (Right to Buy)       | \$ 6.41  | 10/31/2018                           |  | A                              |   | 6,240  |     | (11)  | 10/31/2028      | Ordinary Shares | 6,24                       |

Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| von Prondzynski Heino<br>C/O QUOTIENT LIMITED<br>28 ESPLANADE<br>ST HELIER, Y9 JE2 3QA | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Heino von<br>Prondzynski               | 11/02/2018 |
| <u>  </u> Signature of Reporting<br>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) All 4,303 options have vested and remain exercisable.
- (3) 5,818 options have vested and remain exercisable, 2,908 options will vest on October 31, 2019.
- (4) On October 31, 2016, the Reporting Person was granted 5,236 restricted stock units, all of which have vested and have been exercised.
- (5) On September 4, 2017, the reporting person was granted 25,268 restricted stock units, of which 12,634 restricted stock units have vested and have been exercised. The remaining 12,634 restricted stock units will vest on September 4, 2019.
- (6) 3,199 options vested on October 31, 2018 and remain exercisable, 3,199 options will vest on October 31, 2019 and 3,199 options will vest on October 31, 2020.
- (7) On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, of which 2,879 have vested and have been exercised. The remaining 2,879 restricted stock units will vest on October 31, 2019.  
On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 16,576 restricted stock units have vested and
- (8) have converted to ordinary shares. The remaining 16,574 restricted stock units will vest quarterly in two equal installments on January 4, 2019 and April 4, 2019.
- (9) On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
- (10) On October 31, 2018, the Reporting Person was granted 10,990 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
- (11) The options vest and become exercisable in three equal annual installments beginning October 31, 2019.

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.