

Farrell Edward  
Form 4  
February 13, 2019

**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 \*  
Farrell Edward

(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)  
12/12/2018

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)  
President

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                 |                                      |  |                                |   | 2,133   | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)               | \$ 11.92   |                                      |  |                                |   | <u>(1)</u> 05/31/2026                                    | Ordinary Shares   | 30,000                     |
| Employee Stock Option (right to buy)               | \$ 15.17   |                                      |  |                                |   | <u>(2)</u> 05/19/2025                                    | Ordinary Shares   | 30,000                     |
| Options to acquire ordinary shares                 | <u>(3)</u>   |                                      |  |                                |   | <u>(4)</u> 04/10/2023                                    | Ordinary Shares   | 96,000                     |
| Employee Stock Option (right to buy)               | \$ 8   |                                      |  |                                |   | <u>(5)</u> 04/29/2024                                    | Ordinary Shares   | 79,000                     |
| Employee Stock Option (right to buy)               | \$ 7.58  |                                      |  |                                |   | <u>(6)</u> 05/23/2027                                    | Ordinary Shares   | 40,000                     |
| Multi-year Performance Based Restricted Stock Unit | <u>(7)</u>   |                                      |  |                                |   | <u>(7)</u> 12/31/2019                                    | Ordinary Shares   | 50,000                     |
| Restricted Stock Units                             | <u>(8)</u>   | 12/12/2018                           |  | A                              | 11,175  | <u>(10)</u> <u>(10)</u>                                  | Ordinary Shares   | 11,175                     |
| Restricted Stock Units                             | <u>(8)</u>   |                                      |  |                                |   | <u>(9)</u> <u>(9)</u>                                    | Ordinary Shares   | 36,775                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Farrell Edward  
C/O QUOTIENT LIMITED  
28 ESPLANADE  
ST HELIER, Y9 JE2 3QA

President

## Signatures

/s/ Edward  
Farrell

02/12/2019

\_\_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) 20,000 options have vested and remain exercisable and 10,000 options will vest on June 1, 2019.
- (2) All 30,000 options have vested and remain exercisable.
- (3) The exercise price will be paid in pounds sterling, at GBP0.003 per share.
- (4) All 96,000 options have vested and remain exercisable.
- (5) All 79,000 options have vested and remain exercisable.
- (6) 13,333 vested on May 24, 2018 and remain exercisable, 13,333 options will vest on May 24, 2019, 13,334 options will vest on May 24, 2020.
- (7) Each Multi-year Performance Based Restricted Stock Unit ("MRSU") represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$22.00 per share for 20 consecutive trading days during the period April 1, 2019 to December 31, 2019.
- (8) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (9) On May 24, 2018, the Reporting Person was granted 36,773 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 2019.
- (10) On May 23, 2018, the Reporting Person was granted 11,175 restricted stock units that would vest on May 24, 2019 if certain business milestones were achieved on or before December 31, 2018. The business milestones were reached on December 12, 2018, and accordingly the restricted stock units will vest on May 24, 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.