Stackawitz Jeremy Form 4 February 12, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stackawitz Jeremy

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

Quotient Ltd [QTNT] 3. Date of Earliest Transaction

Director 10% Owner Other (specify

C/O QUOTIENT LIMITED, 28

(Month/Day/Year) 12/12/2018

X_ Officer (give title below) below) President

ESPLANADE

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ST HELIER, Y9 JE2 3QA

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Ordinary Shares

131,939

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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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. Transacti Code (Instr. 8)	Securit Acquir	ive ies ed (A) osed of	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	Amoun or Number of Share
Employee Stock Option (right to buy)	\$ 11.92						<u>(1)</u>	05/31/2026	Ordinary Shares	20,00
Employee Stock Option (right to buy)	\$ 15.17						(2)	05/19/2025	Ordinary Shares	22,50
Employee Stock Option (right to buy)	\$ 8						(3)	04/29/2024	Ordinary Shares	60,00
Employee Stock Option (right to buy)	\$ 7.58						<u>(4)</u>	05/23/2027	Ordinary Shares	40,00
Multi-year Performance Based Restricted Stock Unit	<u>(5)</u>						<u>(5)</u>	12/31/2019	Ordinary Shares	50,00
Restricted Stock Units	<u>(7)</u>						(8)	<u>(8)</u>	Ordinary Shares	30,96
Restricted Stock Units	<u>(6)</u>	12/12/2018		A	11,17	5	(8)	(8)	Ordinary Shares	11,17

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Stackawitz Jeremy C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA			President				

Signatures

/s/ Jeremy

Stackawitz 02/12/2019

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**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) 13,334 options have vested and remain exercisable and 6,666 options will vest on June 1, 2019.
- (2) All 22,500 options have vested and remain exercisable.
- (3) All 60,000 options have vested and remain exercisable.
- (4) 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.
- 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
- (5) 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.
- (6) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (7) On May 24, 2018, the Reporting Person was granted 30,961 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 2019.
- On May 23, 2018, the Reporting Person was granted 11,175 restricted stock units that would vest on May 24, 2019 if certain business (8) 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.

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