

Hallsworth Frederick
Form 4
October 30, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Hallsworth Frederick

(Last) (First) (Middle)
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)
10/26/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares | 10/26/2017 | | A | | 5,247 (1) \$ 4.64 | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 7,505 |
| Ordinary Share Option (Right to Buy) | \$ 8 | | | | | (3) | 04/29/2024 | Ordinary Shares | 5,000 |
| Option to Purchase Ordinary Shares | (4) | | | | | 02/13/2014 | 08/30/2022 | Ordinary Shares | 20,014 |
| Ordinary Share Option (Right to Buy) | \$ 9.95 | | | | | (5) | 10/31/2024 | Ordinary Shares | 5,025 |
| Ordinary Share Option (Right to Buy) | \$ 5.73 | | | | | (6) | 10/31/2026 | Ordinary Shares | 8,726 |
| Restricted Stock Units | (7) | | | | | (8) | (8) | Ordinary Shares | 5,236 |
| Warrant | \$ 5.8 | 10/26/2017 | | A | 5,247 | 10/26/2017 | 07/31/2018 | Ordinary Shares | 5,247 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

Hallsworth Frederick
28 ESPLANADE
ST HELIER, Y9 JE2 3QA

X

Signatures

/s/ Frederick
Hallsworth

10/30/2017

__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 Reporting Person purchased 5,247 ordinary shares and a warrant to purchase 5,247 ordinary shares from Quotient in a private placement transaction.
- (2) 2,502 options vested on October 31, 2016 and remain exercisable, 2,502 options will vest on October 31, 2017, 2,501 options will vest on October 31, 2018.
- (3) All 5,000 options have vested and remain exercisable.
- (4) The exercise price will be paid in pounds sterling, at GBP0.91 per share.
- (5) 3,350 options have vested and remain exercisable, 1,675 options will vest on October 31, 2017.
- (6) The options vest and become exercisable in three equal annual installments beginning October 31, 2017.
- (7) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (8) On October 31, 2016, the reporting person was granted 5,236 restricted stock units, vesting in two equal installments on October 31, 2017 and October 31, 2018.

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.