

QUOTIENT LTD

Reported by
BOYD ROLAND

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/26/17 for the Period Ending 05/24/17

Telephone	41274832286
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SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	03/31

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Boyd Roland (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/24/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares							16000		D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$11.92							(1)	5/31/2026	Ordinary Shares	15000		15000	D	
Multi-year Performance Based Restricted Stock Units	(2)							(2)	12/31/2018	Ordinary Shares	15000		15000	D	
Multi-year Performance Based Restricted Stock Units	(3)							(3)	12/31/2018	Ordinary Shares	15000		15000	D	
Employee Stock Option (right to buy)	\$15.17							(4)	5/19/2025	Ordinary Shares	15000		15000	D	
Employee Stock Option (right to buy)	\$8.00							(5)	4/29/2024	Ordinary Shares	25000		25000	D	
Options to purchase ordinary shares	(6)							(7)	2/14/2023	Ordinary Shares	32000		32000	D	
Options to purchase ordinary shares	\$3.29							(8)	6/27/2023	Ordinary Shares	8000		8000	D	
Employee Stock Option (right to buy)	\$7.58	5/24/2017		A		13000		(9)	5/23/2027	Ordinary Shares	13000	\$0.00	13000	D	
Multi-year Performance Based Restricted Stock Unit	(10)	5/24/2017		A		6000		(10)	12/31/2019	Ordinary Shares	6000	\$0.00	6000	D	

Explanation of Responses:

- (1) The options will vest and become exercisable in three equal annual installments beginning on June 1, 2017.
- (2) 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 \$40.00 per share for 20 consecutive trading days during

the period April 1, 2018 to December 31, 2018.

- (3) Each 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 \$60.00 per share for 20 consecutive trading days during the period April 1, 2018 to December 31, 2018.
- (4) 10,000 options have vested and remain exercisable, 5,000 will vest on 5/20/2018.
- (5) All 25,000 options have vested and remain exercisable.
- (6) The exercise price will be paid in pounds sterling, at GBP 0.91 per share.
- (7) All 32,000 options have vested and remain exercisable.
- (8) All 8,000 options have vested and remain exercisable.
- (9) The options will vest and become exercisable in three equal annual installments beginning on May 24, 2018.
- (10) Each 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.

Remarks:

Group Financial Controller and Treasurer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyd Roland ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT			See Remarks	

Signatures

/s/ Roland Boyd

5/26/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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