

QUOTIENT LTD
Reported by
VON PRONDZYNSKI HEINO

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/06/17 for the Period Ending 09/04/17

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FORM 4

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

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
von Prondzynski Heino			Quotient Ltd [QTNT]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O QUOTIENT LIMITED, 28 ESPLANADE			9/4/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ST HELIER, Y9 JE2 3QA						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	9/4/2017		M		12500	A	(1)	43725	D	
Ordinary Shares	9/4/2017		M		4933	A	(1)	48658	D	
Ordinary Shares	9/4/2017		M		7613	A	(1)	56271	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				
Restricted Stock Units	(1)	9/4/2017		M		12500		(2)	(2)	Ordinary Shares	12500	\$0.00	12500	D	
Restricted Stock Units	(1)	9/4/2017		M		4933		(3)	(3)	Ordinary Shares	4933	\$0.00	0	D	
Ordinary Share Option (Right to Buy)	\$11.62							(4)	10/31/2025	Ordinary Shares	4303		4303	D	
Restricted Stock Units	(1)							(5)	(5)	Ordinary Shares	1291		1291	D	
Restricted Stock Units	(1)	9/4/2017		M		7613		(6)	(6)	Ordinary Shares	7613	\$0.00	7613	D	
Ordinary Share Option (Right to Buy)	\$5.73							(7)	10/31/2026	Ordinary Shares	8726		8726	D	
Restricted Stock Units	(1)							(8)	(8)	Ordinary Shares	5236		5236	D	
Restricted Stock Units	(1)	9/4/2017		A		25268		(9)	(9)	Ordinary Shares	25268	\$0.00	25268	D	

Explanation of Responses:

- Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- On September 15, 2014, the reporting person was granted 50,000 restricted stock units, of which 37,500 restricted stock units have vested and been exercised. The remaining 12,500 restricted stock units will vest on September 4, 2018.
- On September 4, 2015, the reporting person was granted 9,867 restricted stock units, all of which have vested and been exercised.
- 1,434 options vested on October 31, 2016 and remain exercisable, 1,434 options will vest on October 31, 2017, 1,435 options will vest on October 31, 2018.
- On October 31, 2015, the reporting person was granted 2,582 restricted stock units, of which 1,291 restricted stock units have vested and been exercised. The remaining 1,291 restricted stock units will vest on October 31, 2017.
- On September 4, 2016, the reporting person was granted 15,226 restricted stock units, of which 7,613 restricted stock units have vested and been exercised.

The remaining 7,613 restricted stock units will vest on September 4, 2018.

- (7) The options vest and become exercisable in three equal annual installments beginning October 31, 2017.
- (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.
- (9) On September 4, 2017, the reporting person was granted 25,268 restricted stock units, vesting in two equal installments on September 4, 2018 and September 4, 2019.

Reporting Owners

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

Signatures

/s/ Heino von Prondzynski

9/6/2017

**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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