

QUOTIENT LTD
Reported by
FARRELL EDWARD

FORM 4
(Statement of Changes in Beneficial Ownership)

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

Telephone	41274832286
CIK	0001596946
Symbol	QTNT
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

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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)	
Farrell Edward		Quotient Ltd [QTNT]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
ELIZABETH HOUSE, 9 CASTLE STREET		5/24/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
ST HELIER, Y9 JE2 3RT				<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								2133	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	30000		30000	D	
Multi-year Performance Based Restricted Stock Units	(2)							(2)	12/31/2018	Ordinary Shares	50000		50000	D	
Multi-year Performance Based Restricted Stock Units	(3)							(3)	12/31/2018	Ordinary Shares	35000		35000	D	
Employee Stock Option (right to buy)	\$15.17							(4)	5/19/2025	Ordinary Shares	30000		30000	D	
Options to acquire ordinary shares	(5)							(6)	4/10/2023	Ordinary Shares	96000		96000	D	
Employee Stock Option (right to buy)	\$8.00							(7)	4/29/2024	Ordinary Shares	79000		79000	D	
Employee Stock Option (right to buy)	\$7.58	5/24/2017		A		40000		(8)	5/23/2027	Ordinary Shares	40000	\$0.00	40000	D	
Multi-year Performance Based Restricted Stock Unit	(9)	5/24/2017		A		50000		(9)	12/31/2019	Ordinary Shares	50000	\$0.00	50000	D	

Explanation of Responses:

- The options will vest and become exercisable in three equal annual installments beginning on June 1, 2017.
- 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.
- 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) 20,000 options have vested and remain exercisable, 10,000 will vest on 5/20/2018.
- (5) The exercise price will be paid in pounds sterling, at GBP0.003 per share.
- (6) All 96,000 options have vested and remain exercisable.
- (7) All 79,000 options have vested and remain exercisable.
- (8) The options will vest and become exercisable in three equal annual installments beginning on May 24, 2018.
- (9) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farrell Edward ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT			President	

Signatures

/s/ Edward Farrell

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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