

LINDOP CHRISTOPHER J

Form 4

June 01, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**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 *
 LINDOP CHRISTOPHER J

(Last) (First) (Middle)

C/O QUOTIENT LIMITED, 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)
 05/24/2018

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ___X___ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares				(A) or (D)	160,798	D	

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

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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 Number of Shares
Ordinary Share Option (Right to Buy)	\$ 6.41							<u>(2)</u>	02/09/2017	Ordinary Shares	125,000
Restricted Stock Units	<u>(1)</u>							<u>(3)</u>	<u>(3)</u>	Ordinary Shares	58,333
Warrant	\$ 5.8							10/26/2017	07/31/2018	Ordinary Shares	52,465 <u>(4)</u>
Restricted Stock Units	<u>(1)</u>	05/24/2018		A		30,812		<u>(5)</u>	<u>(5)</u>	Ordinary Shares	30,812

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LINDOP CHRISTOPHER J C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA	Chief Financial Officer

Signatures

/s/ Christopher Lindop, by Allein Sabel, his
attorney-in-fact

06/01/2018

__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) Restricted Stock Units convert into ordinary shares on a one-for-one basis.

(2) 41,667 options have vested and remain exercisable, 41,667 options will vest on February 9, 2019, 41,666 options will vest on February 9, 2020.

(3) On February 9, 2017, the Reporting Person was granted 175,000 Restricted Stock Units, of which 58,333 have vested and have been exercised. The remaining 116,667 Restricted Stock Units will vest in two equal installments on February 9, 2019 and February 9, 2020.

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- (4) The Reporting Person purchased 52,465 ordinary shares and a warrant to purchase 52,465 ordinary shares from Quotient in a private placement transaction.
- (5) On May 24, 2018, the Reporting Person was granted 30,812 Restricted Stock Units, vesting in three equal annual installments beginning 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.

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