LINDOP CHRISTOPHER J

Form 4

February 13, 2018

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LINDOP CHRISTOPHER J Issuer Symbol Quotient Ltd [QTNT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O QUOTIENT LIMITED, 28 02/09/2018 below) below) **ESPLANADE** Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST HELIER, Y9 JE2 3QA Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code Amount (D) Price Ordinary 02/09/2018 M 58,333 Α (1) 160,798 D Shares

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 of Number of Shares
Ordinary Share Option (Right to Buy)	\$ 6.41					<u>(2)</u>	02/09/2017	Ordinary Shares	125,00
Restricted Stock Units	(1)	02/09/2018		M	58,333	(3)	(3)	Ordinary Shares	58,333
Warrant	\$ 5.8					10/26/2017	07/31/2018	Ordinary Shares	52,465 (4)

Reporting Owners

Panarting Owner Name / Address	Relationships
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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 J. 02/13/2018 Lindop

**Signature of Reporting Date
Person

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, vesting in three equal annual installments beginning February 9, 2018.
- (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.

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

Reporting Owners 2

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