

von Prondzynski Heino  
Form 4  
October 30, 2017

**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 \*  
von Prondzynski Heino

(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)  
10/26/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                   |
| Ordinary Shares                 | 10/26/2017                           |  | A                              | (1)   | \$ 1,049<br>4.64  | 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 or Number of Shares |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (3)  | (3)   | Ordinary Shares | 12,500                     |
| Ordinary Share Option (Right to Buy)       | \$ 11.62   |                                      |  |                                |   | (4)  | 10/31/2025  | Ordinary Shares | 4,303                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (5)  | (5)   | Ordinary Shares | 1,291                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (6)  | (6)   | Ordinary Shares | 7,613                      |
| Ordinary Share Option (Right to Buy)       | \$ 5.73  |                                      |  |                                |   | (7)  | 10/31/2026  | Ordinary Shares | 8,726                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (8)  | (8)   | Ordinary Shares | 5,236                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (9)  | (9)   | Ordinary Shares | 25,268                     |
| Warrant                                    | \$ 5.8   | 10/26/2017                           |  | A                              | 1,049   | 10/26/2017   | 07/31/2018  | Ordinary Shares | 1,049<br>(1)               |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| von Prondzynski Heino<br>C/O QUOTIENT LIMITED | X             |           |         |       |

28 ESPLANADE  
ST HELIER, Y9 JE2 3QA

## Signatures

/s/ Heino von  
Prondzynski

10/30/2017

\*\*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) The Reporting Person purchased 1,049 ordinary shares and a warrant to purchase 1,049 ordinary shares from Quotient in a private placement transaction.
- (2) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.