

Stackawitz Jeremy
Form 4
October 30, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
Stackawitz Jeremy

(Last) (First) (Middle)
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
X Officer (give title below) ___ Other (specify below)
President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares | 10/26/2017 | | A | (A) or (D) A | Amount 2,099 (1) Price \$ 4.64 | D | |

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

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(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 | 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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.92 | | | | | <u>(2)</u> | 05/31/2026 | Ordinary Shares | 20,000 |
| Multi-year Performance Based Restricted Stock Units | <u>(3)</u> | | | | | <u>(3)</u> | 12/31/2018 | Ordinary Shares | 20,000 |
| Multi-year Performance Based Restricted Stock Units | <u>(4)</u> | | | | | <u>(4)</u> | 12/31/2018 | Ordinary Shares | 22,500 |
| Employee Stock Option (right to buy) | \$ 15.17 | | | | | <u>(5)</u> | 05/19/2025 | Ordinary Shares | 22,500 |
| Employee Stock Option (right to buy) | \$ 8 | | | | | <u>(6)</u> | 04/29/2024 | Ordinary Shares | 60,000 |
| Employee Stock Option (right to buy) | \$ 7.58 | | | | | <u>(7)</u> | 05/23/2027 | Ordinary Shares | 40,000 |
| Multi-year Performance Based Restricted Stock Unit | <u>(8)</u> | | | | | <u>(8)</u> | 12/31/2019 | Ordinary Shares | 50,000 |
| Warrant | \$ 5.8 | 10/26/2017 | | A | 2,099 | 10/26/2017 | 07/31/2018 | Ordinary Shares | 2,099 <u>(1)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stackawitz Jeremy
28 ESPLANADE
ST HELIER, Y9 JE2 3QA

President

Signatures

/s/ Jeremy
Stackawitz 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 2,099 ordinary shares and a warrant to purchase 2,099 ordinary shares from Quotient in a private placement transaction.
- (2) 6,667 options have vested and remain exercisable, 6,667 options will vest on June 1, 2018, 6,666 options will vest on June 1, 2019.
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.
- (3) 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) 15,000 options have vested and remain exercisable, 7,500 will vest on May 20, 2018.
- (5) All 60,000 options have vested and remain exercisable.
- (6) The options will vest and become exercisable in three equal annual installments beginning on May 24, 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 \$22.00 per share for 20 consecutive trading days during the period April 1, 2019 to December 31, 2019.
- (8)

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.