

Quotient Ltd
Form 4
December 01, 2014

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 *
Galen Partners V LP

(Last) (First) (Middle)

680 WASHINGTON BLVD.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quotient Ltd [QTNT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	11/28/2014		P	(A) Amount 157,895 (1)	(D) Price \$ 9.5	5,837,397	I	See FN (2)

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galen Partners V LP 680 WASHINGTON BLVD. STAMFORD, CT 06901		X		
Galen Partners International V LP 680 WASHINGTON BLVD. STAMFORD, CT 06901		X		
Galen Management, LLC 680 WASHINGTON BLVD. STAMFORD, CT 06901		X		
Galen Partners V, L.L.C. 680 WASHINGTON BLVD. STAMFORD, CT 06901		X		

Signatures

/s/ Zubeen Shroff, managing director of Galen Partners V, L.L.C., the general partner of Galen Partners V LP	12/01/2014
__Signature of Reporting Person	Date
/s/ Zubeen Shroff, managing director of Galen Partners V, L.L.C., the general partner of Galen Partners International V LP	12/01/2014
__Signature of Reporting Person	Date
/s/ Zubeen Shroff, member	12/01/2014
__Signature of Reporting Person	Date
/s/ Zubeen Shroff, managing director	12/01/2014
__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 ordinary shares were acquired in connection with the issuer's private placement. Galen Partners V LP ("Galen V") acquired 145,473 ordinary shares and Galen Partners International V LP ("Galen International V") acquired 12,422 ordinary shares.

Includes 5,239,293 ordinary shares held of record by Galen V, 447,400 ordinary shares held of record by Galen International V and 150,704 ordinary shares held of record by Galen Management, LLC. Galen Partners V, L.L.C. serves as the sole General Partner of Galen

(2) V and Galen International V and has sole voting and investment control over the shares held by such funds and may be deemed to beneficially own the shares held by such funds. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.

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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