

Quotient Ltd
Form 4
June 03, 2016

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 *
Unger Stephen

(Last) (First) (Middle)

ELIZABETH HOUSE, 9 CASTLE STREET

(Street)

ST HELIER, Y9 JE2 3RT

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 06/01/2016 | | S | | 1,503 | D | \$ 10.78 (1) |
| Ordinary Shares | 06/02/2016 | | S | | 7,013 | D | \$ 10.43 (2) |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | 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 | 06/01/2016 | | A | 15,000 | (3) 05/31/2026 | Ordinary Shares | 15,000 | |
| Multi-year Performance Based Restricted Stock Units | (4) | 06/01/2016 | | A | 15,000 | (4) 12/31/2018 | Ordinary Shares | 15,000 | |
| Multi-year Performance Based Restricted Stock Units | (5) | | | | | (5) 12/31/2018 | Ordinary Shares | 22,500 | |
| Employee Stock Option (right to buy) | \$ 15.17 | | | | | (6) 05/19/2025 | Ordinary Shares | 22,500 | |
| Employee Stock Option (right to buy) | \$ 8 | | | | | (7) 04/29/2024 | Ordinary Shares | 50,800 | |
| Options to Purchase Ordinary shares | \$ 8 | | | | | (8) 03/03/2024 | Ordinary Shares | 67,200 | |
| Options to Purchase Ordinary shares | \$ 3.29 | | | | | (9) 06/27/2023 | Ordinary Shares | 32,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Unger Stephen
ELIZABETH HOUSE, 9 CASTLE STREET
ST HELIER, Y9 JE2 3RT

Chief Financial Officer

Signatures

/s/ Stephen
Unger

06/03/2016

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.75 to \$10.895, inclusive. The Reporting Person undertakes to provide Quotient, any security holder of Quotient, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.25 to \$10.79, inclusive. The Reporting Person undertakes to provide Quotient, any security holder of Quotient, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(3) The options will vest and become exercisable in three equal annual installments beginning on June 1, 2017.

(4) 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.

(5) 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.

(6) 7,500 options vested on 5/20/2016 and remain exercisable, 7,500 will vest on 5/20/2017, 7,500 will vest on 5/20/2018.

(7) 33,866 options have vested and remain exercisable, 16,934 options will vest on 4/29/2017.

(8) 44,800 options have vested and remain exercisable, 22,400 options will vest on 3/4/2017.

(9) 21,334 options have vested and remain exercisable, 10,666 options will vest on 6/28/2016.

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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