

Quotient Ltd  
Form 4  
September 07, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
von Prondzynski Heino

(Last) (First) (Middle)

C/O QUOTIENT  
LIMITED, 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)

09/04/2016

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	09/04/2016		M	12,500	A 11 25,000	D	
Ordinary Shares	09/04/2016		M	4,934	A 11 29,934	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/04/2016		M			12,500	(2)	(2)	Ordinary Shares	12,500
Restricted Stock Units	(1)	09/04/2016		M			4,934	(3)	(3)	Ordinary Shares	4,934
Ordinary Share Option (Right to Buy)	\$ 11.62							(4)	10/31/2025	Ordinary Shares	4,300
Restricted Stock Units	(1)							(5)	(5)	Ordinary Shares	2,500
Restricted Stock Units	(1)	09/04/2016		A		15,226		(6)	(6)	Ordinary Shares	15,226

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
von Prondzynski Heino C/O QUOTIENT LIMITED ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT	X

## Signatures

/s/ Heino von Prondzynski, by Allein Sabel, his attorney-in-fact

09/07/2016

\_\_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) Restricted Stock Units convert into ordinary shares on a one-for-one basis.

On September 15, 2014, the reporting person was granted 50,000 restricted stock units, of which 25,000 restricted stock units have vested

(2) and been exercised. The remaining 25,000 restricted stock units will vest in two equal annual installments beginning on September 4, 2017.

On September 4, 2015, the reporting person was granted 9,867 restricted stock units. In each of the Form 4 filed September 9, 2015 and

(3) the Form 4 filed November 3, 2015, the reporting person reported this award as vesting in full on September 4, 2017. On November 18, 2015, the award was amended to vest in equal parts on September 4, 2016 and September 4, 2017.

(4) The options vest and become exercisable in three equal annual installments beginning October 31, 2016.

(5) On October 31, 2015, the reporting person was granted 2,582 restricted stock units, vesting in two equal installments on the first and second anniversary of the grant.

(6) On September 4, 2016, the reporting person was granted 15,226 restricted stock units, vesting in two equal installments on September 4, 2017 and September 4, 2018.

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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