

von Prondzynski Heino
Form 4
September 06, 2017

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
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(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)
09/04/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	09/04/2017		M		12,500	A	43,725
Ordinary Shares	09/04/2017		M		4,933	A	48,658
Ordinary Shares	09/04/2017		M		7,613	A	56,271

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/04/2017		M			12,500	(2)	(2)	Ordinary Shares	12,500
Restricted Stock Units	(1)	09/04/2017		M			4,933	(3)	(3)	Ordinary Shares	4,933
Ordinary Share Option (Right to Buy)	\$ 11.62							(4)	10/31/2025	Ordinary Shares	4,375
Restricted Stock Units	(1)							(5)	(5)	Ordinary Shares	1,250
Restricted Stock Units	(1)	09/04/2017		M			7,613	(6)	(6)	Ordinary Shares	7,613
Ordinary Share Option (Right to Buy)	\$ 5.73							(7)	10/31/2026	Ordinary Shares	8,750
Restricted Stock Units	(1)							(8)	(8)	Ordinary Shares	5,208
Restricted Stock Units	(1)	09/04/2017		A		25,268		(9)	(9)	Ordinary Shares	25,268

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

von Prondzynski Heino
C/O QUOTIENT LIMITED
28 ESPLANADE
ST HELIER, Y9 JE2 3QA

X

Signatures

/s/ Heino von
Prondzynski

09/06/2017

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) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (2) 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.
- (3) On September 4, 2015, the reporting person was granted 9,867 restricted stock units, all of which have vested and been exercised.
- (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.
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