

LINDOP CHRISTOPHER J

Form 4

February 12, 2019

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 *
LINDOP CHRISTOPHER J

(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)
12/12/2018

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/09/2019		M	58,333 A	271,596	D	

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)

**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 Underlying Security (Instr. 3 and 4)	Amount Number of Shares
Ordinary Share Option (Right to Buy)	\$ 6.41					(2) 02/09/2017	Ordinary Shares	125
Restricted Stock Units	(1)	02/09/2019		M	58,333	(3) (3)	Ordinary Shares	58,
Restricted Stock Units	(1)					(4) (4)	Ordinary Shares	30,
Restricted Stock Units	(1)	12/12/2018		A	11,175	(5) (5)	Ordinary Shares	11,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LINDOP CHRISTOPHER J C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA	Chief Financial Officer

Signatures

/s/ Christopher Lindop, by Allein Sabel, his attorney
in fact 02/12/2019

__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) 83,334 options have vested and remain exercisable, 41,666 options will vest on February 9, 2020.
- (3) On February 9, 2017, the Reporting Person was granted 175,000 Restricted Stock Units, of which 116,666 have vested and have been exercised. The remaining 58,334 Restricted Stock Units will vest on February 9, 2020.
- (4) On May 24, 2018, the Reporting Person was granted 30,812 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 2019.

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- On May 23, 2018, the Reporting Person was granted 11,175 restricted stock units that would vest on May 24, 2019 if certain business
- (5) milestones were achieved on or before December 31, 2018. The business milestones were reached on December 12, 2018, and accordingly the restricted stock units will vest on May 24, 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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