

Farrell Edward
Form 4
May 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farrell Edward

(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)
04/30/2019

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 ____ Other (specify
below) below)
President

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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	04/30/2019		M		22,500	A	<u>81</u> 24,633
							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
required to respond unless the form
displays a currently valid OMB control
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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 11.92					(1)	05/31/2026	Ordinary Shares 30,000
Employee Stock Option (right to buy)	\$ 15.17					(2)	05/19/2025	Ordinary Shares 30,000
Options to acquire ordinary shares	(3)					(4)	04/10/2023	Ordinary Shares 96,000
Employee Stock Option (right to buy)	\$ 8					(5)	04/29/2024	Ordinary Shares 79,000
Employee Stock Option (right to buy)	\$ 7.58					(6)	05/23/2027	Ordinary Shares 40,000
Multi-year Performance Based Restricted Stock Unit	(7)					(7)	12/31/2019	Ordinary Shares 50,000
Restricted Stock Units	(8)					(10)	(10)	Ordinary Shares 11,170
Restricted Stock Units	(8)					(9)	(9)	Ordinary Shares 36,770
Restricted Stock Units	(8)	04/30/2019		A	22,500	(11)	(11)	Ordinary Shares 22,500
Restricted Stock Units	(8)	04/30/2019		M	22,500	(11)	(11)	Ordinary Shares 22,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Farrell Edward
C/O QUOTIENT LIMITED
28 ESPLANADE
ST HELIER, Y9 JE2 3QA

President

Signatures

/s/ Edward
Farrell

05/02/2019

__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) 20,000 options have vested and remain exercisable and 10,000 options will vest on June 1, 2019.
- (2) All 30,000 options have vested and remain exercisable.
- (3) The exercise price will be paid in pounds sterling, at GBP0.003 per share.
- (4) All 96,000 options have vested and remain exercisable.
- (5) All 79,000 options have vested and remain exercisable.
- (6) 13,333 vested on May 24, 2018 and remain exercisable, 13,333 options will vest on May 24, 2019, 13,334 options will vest on May 24, 2020.
- 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 \$22.00 per share for 20 consecutive trading days during the period April 1, 2019 to December 31, 2019.
- (8) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (9) On May 24, 2018, the Reporting Person was granted 36,773 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 2019.
- On May 23, 2018, the Reporting Person was granted 11,175 restricted stock units that would vest on May 24, 2019 if certain business 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.
- (10) On June 1, 2016, the Reporting Person was granted 22,500 restricted units that would vest on the date certain business milestones were achieved. The business milestones were achieved, and accordingly the 22,500 restricted stock units vested, on April 30, 2019.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.