Hallsworth Frederick
Form 4
February 04, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hallsworth Frederick

(Last) (First) (Middle)

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)
01/31/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	01/31/2019		M		4,680	A	(1)	69,717	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ordinary Share Option (Right to Buy)	$ 11.62							(2)	10/31/2025	Ordinary Shares	7,505
Ordinary Share Option (Right to Buy)	$ 8							(3)	04/29/2024	Ordinary Shares	5,000
Option to Purchase Ordinary Shares	(4)							02/13/2014	08/30/2022	Ordinary Shares	20,014
Ordinary Share Option (Right to Buy)	$ 9.95							(5)	10/31/2024	Ordinary Shares	5,025
Ordinary Share Option (Right to Buy)	$ 5.73							(6)	10/31/2026	Ordinary Shares	8,726
Ordinary Share Option (Right to Buy)	$ 5.21							(7)	10/31/2027	Ordinary Shares	9,597
Restricted Stock Units	(1)							(8)	(8)	Ordinary Shares	2,879
Restricted Stock Units	(1)	01/31/2019		M			4,680	(9)	(9)	Ordinary Shares	4,680

Ordinary Share Option (Right to Buy)	$ 6.41		(10)	10/31/2028	Ordinary Shares	6,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hallsworth Frederick 28 ESPLANADE ST HELIER, Y9 JE2 3QA	X			

Signatures

/s/ Frederick Hallsworth	02/04/2019
**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) All 7,505 options have vested and remain exercisable.

(3) All 5,000 options have vested and remain exercisable.

(4) The exercise price will be paid in pounds sterling, at GBP0.91 per share.

(5) All 5,025 options have vested and remain exercisable.

(6) 5,818 options have vested on October 31, 2018 and remain exercisable, 2,908 options will vest on October 31, 2019.

(7) 3,199 options vested on October 31, 2018 and remain exercisable, 3,199 options will vest on October 31, 2019 and 3,199 options will vest on October 31, 2020.

(8) On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, of which 2,879 have vested and have been exercised. The remaining 2,879 restricted stock units will vest on October 31, 2019.

(9) On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, of which 4,680 have vested and have been exercised. The remaining 14,041 restricted stock units will vest in three equal installments on April 30, 2019, July 30, 2019 and October 31, 2019.

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