

Quotient Ltd
Form 3
April 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â COWAN D J PAUL E</p> <p>(Last) (First) (Middle)</p> <p>ELIZABETH HOUSE, 9 CASTLE STREET</p> <p>(Street)</p> <p>ST. HELIER, Â Y9Â JE2 3RT</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Quotient Ltd [QTNT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary shares | 26,666 | D | Â |
| Ordinary shares | 3,513,054 | I | By spouse ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|-----------------|-----------------|----------------------------|---------------------|---|---|
| Option to purchase ordinary shares | Â (2) | 06/27/2023 | Ordinary shares | 178,417 | \$ 3.29 | D | Â |
| Option to purchase ordinary shares | 11/14/2014 | 08/30/2024 | Ordinary shares | 20,014 | \$ 0.91 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| COWAN D J PAUL E ELIZABETH HOUSE, 9 CASTLE STREET ST. HELIER, Â Y9Â JE2 3RT | Â X | Â X | Â See Remarks | Â |

Signatures

/s/ Paul Cowan 04/24/2014
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Deidre Cowan, Mr. Cowan's spouse, exercises sole voting and dispositive power over the shares.
- (2) 59,472 options will vest on 6/28/14, 59,472 options will vest on 6/28/15, 59,473 options will vest on 6/28/16

Â

Remarks:

ChiefÂ ExecutiveÂ OfficerÂ andÂ ChairmanÂ ofÂ theÂ BoardÂ ofÂ Directors

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.