

LINDOP CHRISTOPHER J  
 Form 4  
 July 19, 2018

**FORM 4**

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

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).

**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

(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)  
 07/18/2018

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)  
 Chief Financial Officer

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 Ownership (Instr. 4)
Ordinary Shares	07/18/2018		M	V A	Amount 52,465 Price \$ 5.8	D	

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

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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 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)	\$ 6.41					<u>(2)</u>	02/09/2017	Ordinary Shares	125,000
Restricted Stock Units	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	Ordinary Shares	116,667
Warrant	\$ 5.8	07/18/2018		M	52,465	<u>(4)</u>	07/31/2018	Ordinary Shares	52,465
Restricted Stock Units	<u>(1)</u>					<u>(5)</u>	<u>(5)</u>	Ordinary Shares	30,812

## 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 07/19/2018

\_\_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.

(2) 41,667 options have vested and remain exercisable, 41,667 options will vest on February 9, 2019, 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 58,333 have vested and have been exercised. The remaining 116,667 Restricted Stock Units will vest in two equal installments on February 9, 2019 and February 9, 2020.

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(4) The warrants are immediately exercisable.

(5) On May 24, 2018, the Reporting Person was granted 30,812 Restricted Stock Units, vesting in three equal annual installments beginning 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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