

Walt Franz  
Form 4  
May 01, 2018

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walt Franz

(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)

05/01/2018

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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Ordinary<br>Shares                    | 05/01/2018                              |                                                             | M                                    |                                                                            | 9,554                                                                                                              | A                                                                    | 11 9,554                                                          |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Ordinary<br>Share<br>Option<br>(Right to<br>Buy)    | \$ 4.41                                                            |                                         |                                                             |                                      |                                                                                                                 | (2) 02/19/2028                                                 | Ordinary<br>Shares                                                  | 22,676                                 |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 05/01/2018                              |                                                             | M                                    | 9,554                                                                                                           | (3) (3)                                                        | Ordinary<br>Shares                                                  | 9,554                                  |
| Ordinary<br>Share<br>Option<br>(Right to<br>Buy)    | \$ 4.71                                                            |                                         |                                                             |                                      |                                                                                                                 | (4) 04/01/2028                                                 | Ordinary<br>Shares                                                  | 30,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |             |       |
|-----------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                             | Director      | 10% Owner | Officer     | Other |
| Walt Franz<br>C/O QUOTIENT LIMITED<br>28 ESPLANADE<br>ST HELIER, Y9 JE2 3QA | X             |           | See Remarks |       |

## Signatures

/s/ Franz Walt                      05/01/2018

\_\_\_\_\_  
\*\*Signature of                      Date  
Reporting Person

## 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) The options vest and become exercisable in three equal installments beginning February 19, 2019.
- (3) On April 1, 2018, the reporting person was granted 57,325 restricted stock units, of which 9,554 restricted stock units have vested and have converted to ordinary shares. The remaining 47,771 restricted stock units will vest in five equal installments on June 1, 2018, July 1,

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2018, August 1, 2018, September 1, 2018 and October 1, 2018.

- (4) The options vest and become exercisable in three equal annual installments beginning April 1, 2019.

### Remarks:

Interim Chief Executive Officer

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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