

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>WILKERSON L JOHN</b>  (Last) (First) (Middle) <b>ELIZABETH HOUSE, 9 CASTLE STREET</b>  (Street) <b>ST HELIER Y9 JE2 3RT</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Quotient Ltd [ QTNT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/28/2014</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares	11/28/2014		P		145,473 <sup>(6)</sup>	A	\$9.5	5,239,293	I	By Galen Partners V LP <sup>(2)</sup>
Ordinary shares	11/28/2014		P		12,422 <sup>(6)</sup>	A	\$9.5	447,400	I	By Galen Partners International V LP <sup>(2)</sup>
Ordinary shares								150,704	I	Galen Management, LLC <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$8							(4)	04/29/2024	Ordinary Shares	3,500		3,500	D	
Ordinary Share Warrants	(1)							07/24/2014	10/25/2015	Ordinary Shares	230,331.2 <sup>(1)</sup>		287,914 <sup>(1)</sup>	I	By Galen Partners V LP <sup>(2)</sup>
Ordinary Share Warrants	(3)							07/24/2014	10/25/2015	Ordinary Shares	19,668.8 <sup>(3)</sup>		24,586 <sup>(3)</sup>	I	By Galen Partners International V LP <sup>(2)</sup>
Ordinary Share Option (right to buy)	\$9.95							(5)	10/31/2024	Ordinary Shares	5,025		5,025	D	

**Explanation of Responses:**

- In connection with Quotient Limited's initial public offering, 287,914 units were purchased by Galen Partners V LP on 4/30/2014 at a price of \$8.00 per unit. Each unit consisted of one Ordinary Share and one warrant to purchase 0.8 of one Ordinary Share. The Ordinary Shares and warrants comprising the units began trading separately on May 24, 2014, Each warrant is exercisable until 5:30 p.m. on October 25, 2015 at an exercise price of \$8.80 per Ordinary Share.
- Consists solely of 5,239,293 ordinary shares held of record by Galen Partners V LP, 447,400 ordinary shares held of record by Galen Partners International V LP and 150,704 ordinary shares held of record by Galen Management, LLC (collectively, "Galen Partners"), as applicable. John Wilkerson along with David W. Jahns, and Zubeen Shroff exercise voting, investment and dispositive rights over the securities held of record by Galen Partners. Mr. Wilkerson disclaims beneficial ownership of these ordinary shares, except to the extent of his proportionate pecuniary interest in such shares.
- In connection with Quotient Limited's initial public offering, 24,586 units were purchased by Galen Partners International V LP on 4/30/2014 at a price of \$8.00 per unit. Each unit consists of one Ordinary Share and one warrant to purchase 0.8 of one Ordinary Share. The Ordinary Shares and warrants comprising the units began trading separately on May 24, 2014, Each warrant is exercisable until 5:30 p.m. on October 25, 2015 at an exercise price of \$8.80 per Ordinary Share.

4. The option becomes exercisable in three equal annual installments beginning April 29, 2015.

5. The option vests and becomes exercisable in three equal installments beginning October 31, 2014.

6. The ordinary shares were acquired in connection with the issuer's private placement. Galen Partners V LP acquired 145,473 ordinary shares and Galen Partners International V LP acquired 12,422 ordinary shares.

**Remarks:**

/s/ John L. Wilkerson

12/02/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

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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