

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* <u>WILKERSON L JOHN</u>  (Last) (First) (Middle) <u>C/O GALEN PARTNERS</u> <u>680 WASHINGTON BLVD.</u>  (Street) <u>STAMFORD CT 06901</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Quotient Ltd [ QTNT ]</u>	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) <u>07/23/2018</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	07/23/2018		X		419,728 <sup>(1)</sup>	A	\$5.8	7,329,074	I	See footnote <sup>(2)</sup>
Ordinary Shares								2,618	D	

**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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Warrant (Right to Buy)	\$5.8	07/23/2018		X		419,728	(3)	07/31/2018	Ordinary Shares	419,728	(4)	0	I	See footnote <sup>(5)</sup>

**Explanation of Responses:**

- The ordinary shares were acquired upon the exercise of warrants to purchase ordinary shares. Galen Partners V LP ("Galen V") acquired 386,695 ordinary shares and Galen Partners International V LP ("Galen International V") acquired 33,033 ordinary shares.
- Includes 6,613,590 ordinary shares held of record by Galen V, 564,780 ordinary shares held of record by Galen International V and 150,704 ordinary shares held of record by Galen Management, LLC (collectively, "Galen Partners"). John Wilkerson, David W. Jahns and Zubeen Shroff exercise voting, investment and dispositive rights over the securities held of record by Galen Partners. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.
- The warrants are immediately exercisable.
- Each warrant represented a right to purchase ordinary shares at an exercise price of \$5.80 per share.
- Prior to the exercise Galen V held 386,695 warrants to purchase ordinary shares and Galen International V held 33,033 warrants to purchase ordinary shares. Each of Galen V and Galen International V exercised their warrants in full.

**Remarks:**

/s/ John L. Wilkerson 07/25/2018

\*\* 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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