

OMB APPROVAL	
OMB Number:	3235-0287
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**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>von Prondzynski Heino</u>  (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 <u>Quotient Ltd [ QTNT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2018</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	09/04/2018		M		32,747	A	(1)	125,313	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	Expiration Date						Title
Restricted Stock Units	(1)	09/04/2018		M			12,500	(2)	(2)	Ordinary Shares	12,500	\$0.00	0	D	
Ordinary Share Option (Right to Buy)	\$11.62							(3)	10/31/2025	Ordinary Shares	4,303		4,303	D	
Restricted Stock Units	(1)	09/04/2018		M			7,613	(4)	(4)	Ordinary Shares	7,613	\$0.00	0	D	
Ordinary Share Option (Right to Buy)	\$5.73							(5)	10/31/2026	Ordinary Shares	8,726		8,726	D	
Restricted Stock Units	(1)							(6)	(6)	Ordinary Shares	2,618		2,618	D	
Restricted Stock Units	(1)	09/04/2018		M			12,634	(7)	(7)	Ordinary Shares	12,634	\$0.00	12,634	D	
Ordinary Share Option (Right to Buy)	\$5.21							(8)	10/31/2027	Ordinary Shares	9,597		9,597	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	Expiration Date						Title
Restricted Stock Units	(1)							(9)	(9)	Ordinary Shares	5,758		5,758	D	
Restricted Stock Units	(1)							(10)	(10)	Ordinary Shares	8,288		24,862	D	

**Explanation of Responses:**

- Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- On September 15, 2014, the reporting person was granted 50,000 restricted stock units, all of which have vested and have been exercised.
- 2,868 options have vested and remain exercisable, 1,435 options will vest on October 31, 2018.
- On September 4, 2016, the reporting person was granted 15,226 restricted stock units, all of which have vested and have been exercised.
- 2,909 options vested on October 31, 2017 and remain exercisable, 2,909 options will vest on October 31, 2018, 2,908 options will vest on October 31, 2019.
- On October 31, 2016, the Reporting Person was granted 5,236 restricted stock units, of which 2,618 have vested and have been exercised. The remaining 2,618 restricted stock units will vest on October 31, 2018.
- On September 4, 2017, the reporting person was granted 25,268 restricted stock units, of which 12,634 restricted stock units have vested and have been exercised. The remaining 12,634 restricted stock units will vest on September 4, 2019.
- The options vest and become exercisable in three equal annual installments beginning October 31, 2018.
- On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, vesting in two equal installments on October 31, 2018 and October 31, 2019.
- On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 8,288 restricted stock units have vested and have converted to ordinary shares. The remaining 24,862 restricted stock units will vest quarterly in three equal installments on October 4, 2018, January 4, 2019 and April 4, 2019.

**Remarks:**

/s/ Heino von Prondzynski      09/05/2018  
 \*\* 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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