

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>McDonough Brian</u>			<u>Quotient Ltd [QTNT]</u>			<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
28 ESPLANADE			10/31/2017					
4. If Amendment, Date of Original Filed (Month/Day/Year)								
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ST HELIER Y9 JE2 3QA								
(City) (State) (Zip)								

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	10/31/2017		M		3,909	A	(1)	37,747	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		Date Exercisable	Expiration Date					
Ordinary Share Option (Right to Buy)	\$8						(2)	04/29/2024	Ordinary Shares	10,000	10,000	D	
Options to purchase ordinary shares	(3)						11/14/2022	08/30/2022	Ordinary Shares	40,029	40,029	D	
Ordinary Share Option (Right to Buy)	\$9.95						(4)	10/31/2024	Ordinary Shares	5,025	5,025	D	
Ordinary Share Option (Right to Buy)	\$11.62						(5)	10/31/2025	Ordinary Shares	4,303	4,303	D	
Restricted Stock Units	(1)	10/31/2017		M		1,291	(6)	(6)	Ordinary Shares	1,291	\$0.00	0	D
Ordinary Share Option (Right to Buy)	\$5.73						(7)	10/31/2026	Ordinary Shares	8,726	8,726	D	
Restricted Stock Units	(1)	10/31/2017		M		2,618	(8)	(8)	Ordinary Shares	2,618	\$0.00	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	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$5.8							(9)	07/31/2018	Ordinary Shares	10,493		10,493	D	
Ordinary Share Option (Right to Buy)	\$5.21	10/31/2017		A		9,597		(10)	10/31/2027	Ordinary Shares	9,597	\$0.00	9,597	D	
Restricted Stock Units	(1)	10/31/2017		A		5,758		(11)	(11)	Ordinary Shares	5,758	\$0.00	5,758	D	

Explanation of Responses:

1. Restricted Stock Units convert into ordinary shares on a one-for-one basis.
2. All 10,000 options have vested and remain exercisable.
3. The exercise price will be paid in pounds sterling, at GBP 0.91 per share.
4. All 5,025 options have vested and remain exercisable.
5. 2,868 options have vested and remain exercisable, 1,435 options will vest on October 31, 2018.
6. All 2,582 restricted stock units have vested and have been exercised.
7. 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.
8. 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.
9. The warrants are immediately exercisable.
10. The options vest and become exercisable in three equal annual installments beginning October 31, 2018.
11. 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.

Remarks:

/s/ Brian McDonough 11/02/2017
 ** 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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