

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*<br><b>WILKERSON L JOHN</b><br><br>(Last) (First) (Middle)<br><b>C/O GALEN PARTNERS,</b><br><b>680 WASHINGTON BLVD</b><br><br>(Street)<br><b>STAMFORD CT 06901</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Quotient Ltd [ QTNT ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/31/2017</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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price     |   |  |   |
| Ordinary Shares                 |                                      |  |                                |   |   |            | 6,909,346 | I   | See footnote <sup>(2)</sup>                              |   |
| Ordinary Shares                 | 10/31/2017                           |  | M                              |   | 2,618   | A          | (1)       | 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) |                             |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------|---|--|--|---|--|-----------------------------|
|  |  |                                      |  |                                | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title                       |
| Ordinary Share Option (Right to Buy)       | \$11.62  |                                      |  |                                |  |       | (3)  | 10/31/2025      | Ordinary Shares   | 7,505                                      | 7,505  | D   |  |                             |
| Ordinary Share Option (Right to Buy)       | \$8  |                                      |  |                                |  |       | (4)  | 04/29/2024      | Ordinary Shares   | 3,500                                      | 3,500  | D   |  |                             |
| Ordinary Share Option (Right to Buy)       | \$9.95   |                                      |  |                                |  |       | (5)  | 10/31/2024      | Ordinary Shares   | 5,025                                      | 5,025  | D   |  |                             |
| Ordinary Share Option (Right to Buy)       | \$5.73   |                                      |  |                                |  |       | (6)  | 10/31/2026      | Ordinary Shares   | 8,726                                      | 8,726  | D   |  |                             |
| Restricted Stock Units                     | (1)  | 10/31/2017                           |  | M                              |  | 2,618 | (7)  | (7)             | Ordinary Shares   | 2,618                                      | \$0.00   | 2,618   | D  |                             |
| Warrant                                    | \$5.8  |                                      |  |                                |  |       | (8)  | 07/31/2018      | Ordinary Shares   | 419,728                                    |  | 419,728   | I  | See footnote <sup>(9)</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 Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| 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. Includes 6,226,895 ordinary shares held of record by Galen V, 531,747 ordinary shares held by Galen International V, and 150,704 ordinary shares held of record by Galen Management, LLC. Mr. Wilkerson is a managing director of Galen Management, LLC, and shares voting and dispositive power over the securities held by Galen V, Galen International V and Galen Management, LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.
3. 5,004 options have vested and remain exercisable, 2,501 will vest on October 31, 2018.
4. All 3,500 options have vested and remain exercisable.
5. All 5,025 options have vested and remain exercisable.
6. 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.
7. 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.
8. The warrants are immediately exercisable.
9. Includes a warrant to purchase 386,695 ordinary shares held of record by Galen V and a warrant to purchase 33,033 ordinary shares held of record by Galen International V. Mr. Wilkerson is a managing director of Galen Management, LLC, and shares voting and dispositive power over the securities held of record by Galen V, Galen International V and Galen Management, LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.
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/ John L. Wilkerson                      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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