

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>OCONNOR SARAH A</u>  (Last) (First) (Middle) 28 ESPLANADE  (Street) ST HELIER Y9 JE2 3QA  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Quotient Ltd [ QTNT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 07/31/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	07/31/2019		M		4,680	A	(1)	38,936	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					
Ordinary Share Option (Right to Buy)	\$11.62							(2)	10/31/2025	Ordinary Shares	4,303	4,303	D	
Ordinary Share Option (Right to Buy)	\$9.26							(3)	08/05/2024	Ordinary Shares	10,800	10,800	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)	\$5.73							(5)	10/31/2026	Ordinary Shares	8,726	8,726	D	
Ordinary Share Option (Right to Buy)	\$5.21							(6)	10/31/2027	Ordinary Shares	9,597	9,597	D	
Restricted Stock Units	(1)							(7)	(7)	Ordinary Shares	2,879	2,879	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				
Restricted Stock Units	(1)	07/31/2019		M			4,680	(8)	(8)	Ordinary Shares	4,680	\$0.00	4,680	D	
Ordinary Share Option (Right to Buy)	\$6.41							(9)	10/31/2028	Ordinary Shares	6,240		6,240	D	

**Explanation of Responses:**

1. Restricted Stock Units convert into ordinary shares on a one-for-one basis.
2. All 4,303 options have vested and remain exercisable.
3. All 10,800 options have vested and remain exercisable.
4. All 5,025 options have vested and remain exercisable.
5. 5,818 options have vested and remain exercisable, 2,908 options will vest on October 31, 2019.
6. 3,199 options vested on October 31, 2018 and remain exercisable, 3,199 options will vest on October 31, 2019 and 3,199 options will vest on October 31, 2020.
7. On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, of which 2,879 have vested and have been exercised. The remaining 2,879 restricted stock units will vest on October 31, 2019.
8. On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, of which 14,041 have vested and have been exercised. The remaining 4,680 restricted stock units will vest on October 31, 2019.
9. The options vest and become exercisable in three equal annual installments beginning October 31, 2019.

**Remarks:**

/s/ Sarah O'Connor                      08/01/2019

\*\* 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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