

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>von Prondzynski Heino</u>  (Last) (First) (Middle)  <u>C/O QUOTIENT LIMITED</u> <u>28 ESPLANADE</u>  (Street) <u>ST HELIER Y9 JE2 3QA</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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2018</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	10/31/2018		M		5,497	A	(1)	139,098	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				
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)	\$5.73							(3)	10/31/2026	Ordinary Shares	8,726		8,726	D	
Restricted Stock Units	(1)	10/31/2018		M		2,618		(4)	(4)	Ordinary Shares	2,618	\$0.00	0	D	
Restricted Stock Units	(1)							(5)	(5)	Ordinary Shares	12,634		12,634	D	
Ordinary Share Option (Right to Buy)	\$5.21							(6)	10/31/2027	Ordinary Shares	9,597		9,597	D	
Restricted Stock Units	(1)	10/31/2018		M		2,879		(7)	(7)	Ordinary Shares	2,879	\$0.00	2,879	D	
Restricted Stock Units	(1)							(8)	(8)	Ordinary Shares	16,574		16,574	D	
Restricted Stock Units	(1)	10/31/2018		A		18,721		(9)	(9)	Ordinary Shares	18,721	\$0.00	18,721	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	(I)	10/31/2018		A		10,990		(10)	(10)	Ordinary Shares	10,990	\$0.00	10,990	D	
Ordinary Share Option (Right to Buy)	\$6.41	10/31/2018		A		6,240		(11)	10/31/2028	Ordinary Shares	6,240	\$0.00	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. 5,818 options have vested and remain exercisable, 2,908 options will vest on October 31, 2019.
4. On October 31, 2016, the Reporting Person was granted 5,236 restricted stock units, all of which have vested and have been exercised.
5. 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.
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 April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 16,576 restricted stock units have vested and have converted to ordinary shares. The remaining 16,574 restricted stock units will vest quarterly in two equal installments on January 4, 2019 and April 4, 2019.
9. On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
10. On October 31, 2018, the Reporting Person was granted 10,990 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
11. The options vest and become exercisable in three equal annual installments beginning October 31, 2019.

**Remarks:**

/s/ Heino von Prondzynski      11/02/2018

\*\* 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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