

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>Stackawitz Jeremy</u> (Last) (First) (Middle) C/O QUOTIENT LIMITED 28 ESPLANADE (Street) ST HELIER Y9 JE 2 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2018	
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							129,840	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					
Employee Stock Option (right to buy)	\$11.92						(1)	05/31/2026	Ordinary Shares	20,000	20,000	D	
Multi-year Performance Based Restricted Stock Units	(2)						(2)	12/31/2018	Ordinary Shares	20,000	20,000	D	
Multi-year Performance Based Restricted Stock Units	(3)						(3)	12/31/2018	Ordinary Shares	22,500	22,500	D	
Employee Stock Option (right to buy)	\$15.17						(4)	05/19/2025	Ordinary Shares	22,500	22,500	D	
Employee Stock Option (right to buy)	\$8						(5)	04/29/2024	Ordinary Shares	60,000	60,000	D	
Employee Stock Option (right to buy)	\$7.58						(6)	05/23/2027	Ordinary Shares	40,000	40,000	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				
Multi-year Performance Based Restricted Stock Unit	(7)							(7)	12/31/2019	Ordinary Shares	50,000		50,000	D	
Warrant	\$5.8							10/26/2017	07/31/2018	Ordinary Shares	2,099 ⁽⁸⁾		2,099	D	
Restricted Stock Units	(9)	05/24/2018		A		30,961		(10)	(10)	Ordinary Shares	30,961	\$0.00	30,961	D	

Explanation of Responses:

- 13,334 options have vested and remain exercisable and 6,666 options will vest on June 1, 2019.
- Each Multi-year Performance Based Restricted Stock Unit ("MRSU") represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$40.00 per share for 20 consecutive trading days during the period April 1, 2018 to December 31, 2018.
- Each MRSU represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$60.00 per share for 20 consecutive trading days during the period April 1, 2018 to December 31, 2018.
- All 22,500 options have vested and remain exercisable.
- All 60,000 options have vested and remain exercisable.
- 13,333 vested on May 24, 2018 and remain exercisable, 13,333 options will vest on May 24, 2019, 13,334 options will vest on May 24, 2020.
- Each MRSU represents a contingent right to receive one share of Quotient's ordinary shares. The MRSUs vest upon Quotient's ordinary shares achieving a volume weighted average market price of \$22.00 per share for 20 consecutive trading days during the period April 1, 2019 to December 31, 2019.
- The Reporting Person purchased 2,099 ordinary shares and a warrant to purchase 2,099 ordinary shares from Quotient in a private placement transaction.
- Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- On May 24, 2018, the Reporting Person was granted 30,961 Restricted Stock Units, vesting in three equal annual installments beginning May 24, 2019.

Remarks:

/s/ Jeremy Stackawitz 06/01/2018

** 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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