

| OMB APPROVAL | |
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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 <input type="checkbox"/> Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2018</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 | 07/18/2018 | | M | | 1,049 | A | \$5.8 | 82,566 | 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 | | | | | |
| Restricted Stock Units | (1) | | | | | | (2) | (2) | Ordinary Shares | 12,500 | 12,500 | D | |
| Ordinary Share Option (Right to Buy) | \$11.62 | | | | | | (3) | 10/31/2025 | Ordinary Shares | 4,303 | 4,303 | D | |
| Restricted Stock Units | (1) | | | | | | (4) | (4) | Ordinary Shares | 7,613 | 7,613 | D | |
| Ordinary Share Option (Right to Buy) | \$5.73 | | | | | | (5) | 10/31/2026 | Ordinary Shares | 8,726 | 8,726 | D | |
| Restricted Stock Units | (1) | | | | | | (6) | (6) | Ordinary Shares | 2,618 | 2,618 | D | |
| Restricted Stock Units | (1) | | | | | | (7) | (7) | Ordinary Shares | 25,268 | 25,268 | D | |
| Warrant | \$5.8 | 07/18/2018 | | M | | 1,049 | (8) | 07/31/2018 | Ordinary Shares | 1,049 | \$0.00 | 0 | 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) | \$5.21 | | | | | | | (9) | 10/31/2027 | Ordinary Shares | 9,597 | 9,597 | D | |
| Restricted Stock Units | (1) | | | | | | | (10) | (10) | Ordinary Shares | 5,758 | 5,758 | D | |
| Restricted Stock Units | (1) | | | | | | | (11) | (11) | Ordinary Shares | 8,288 | 24,862 | D | |

Explanation of Responses:

- Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- On September 15, 2014, the reporting person was granted 50,000 restricted stock units, of which 37,500 restricted stock units have vested and been exercised. The remaining 12,500 restricted stock units will vest on September 4, 2018.
- 2,868 options have vested and remain exercisable, 1,435 options will vest on October 31, 2018.
- On September 4, 2016, the reporting person was granted 15,226 restricted stock units, of which 7,613 restricted stock units have vested and been exercised. The remaining 7,613 restricted stock units will vest on September 4, 2018.
- 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.
- 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.
- On September 4, 2017, the reporting person was granted 25,268 restricted stock units, vesting in two equal installments on September 4, 2018 and September 4, 2019.
- The warrants are immediately exercisable.
- The options vest and become exercisable in three equal annual installments beginning October 31, 2018.
- 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.
- On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 8,288 restricted stock units have vested and have converted to ordinary shares. The remaining 24,862 restricted stock units will vest quarterly in three equal installments on October 4, 2018, January 4, 2019 and April 4, 2019.

Remarks:

/s/ Heino von Prondzynski 07/19/2018

** 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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