

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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* <b>LINDOP CHRISTOPHER J</b>  (Last) (First) (Middle) <b>C/O QUOTIENT LIMITED</b> <b>28 ESPLANADE</b>  (Street) <b>ST HELIER Y9 JE2 3QA</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Quotient Ltd [ QTNT ]</b>	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) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/09/2018</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	02/09/2018		M		58,333	A	(1)	160,798	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)	\$6.41							(2)	02/09/2017	Ordinary Shares	125,000	125,000	D	
Restricted Stock Units	(1)	02/09/2018		M		58,333		(3)	(3)	Ordinary Shares	58,333	\$0.00	116,667	D
Warrant	\$5.8							10/26/2017	07/31/2018	Ordinary Shares	52,465(4)	52,465	D	

**Explanation of Responses:**

1. Restricted Stock Units convert into ordinary shares on a one-for-one basis.
2. 41,667 options have vested and remain exercisable, 41,667 options will vest on February 9, 2019, 41,666 options will vest on February 9, 2020.
3. On February 9, 2017, the Reporting Person was granted 175,000 Restricted Stock Units, vesting in three equal annual installments beginning February 9, 2018.
4. The Reporting Person purchased 52,465 ordinary shares and a warrant to purchase 52,465 ordinary shares from Quotient in a private placement transaction.

**Remarks:**

/s/ Christopher J. Lindop 02/13/2018

\*\* 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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