

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Hallsworth Frederick</u> _____ (Last) (First) (Middle) <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) | 55,113 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------------|---|----------------------------|--|--|---|--|
| | | | | | (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 | 7,505 | | 7,505 | D | |
| Ordinary Share Option (Right to Buy) | \$8 | | | | | | (3) | 04/29/2024 | Ordinary Shares | 5,000 | | 5,000 | D | |
| Option to Purchase Ordinary Shares | (4) | | | | | | | 02/13/2014 08/30/2022 | Ordinary Shares | 20,014 | | 20,014 | D | |
| Ordinary Share Option (Right to Buy) | \$9.95 | | | | | | (5) | 10/31/2024 | Ordinary Shares | 5,025 | | 5,025 | D | |
| Ordinary Share Option (Right to Buy) | \$5.73 | | | | | | (6) | 10/31/2026 | Ordinary Shares | 8,726 | | 8,726 | D | |
| Restricted Stock Units | (1) | 10/31/2018 | | M | | 2,618 | (7) | (7) | Ordinary Shares | 2,618 | \$0.00 | 0 | D | |
| Ordinary Share Option (Right to Buy) | \$5.21 | | | | | | (8) | 10/31/2027 | Ordinary Shares | 9,597 | | 9,597 | 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 | | M | | | 2,879 | (9) | (9) | Ordinary Shares | 2,879 | \$0.00 | 2,879 | D | |
| Restricted Stock Units | (I) | 10/31/2018 | | A | | 18,721 | | (10) | (10) | Ordinary Shares | 18,721 | \$0.00 | 18,721 | 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 7,505 options have vested and remain exercisable.
3. All 5,000 options have vested and remain exercisable.
4. The exercise price will be paid in pounds sterling, at GBP0.91 per share.
5. All 5,025 options have vested and remain exercisable.
6. 5,818 options have vested on October 31, 2018 and remain exercisable, 2,908 options will vest on October 31, 2019.
7. On October 31, 2016, the Reporting Person was granted 5,236 restricted stock units, all of which have vested and have been exercised.
8. 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.
9. 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.
10. 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.
11. The options vest and become exercisable in three equal annual installments beginning October 31, 2019.

Remarks:

/s/ Frederick Hallsworth 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.