Walt Franz Form 4 August 07, 2018

FORM 4

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

SECURITIES Section 16. Form 4 or

obligations may continue. See Instruction 1(b).

ST HELIER, Y9 JE2 3QA

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Walt Franz Issuer Symbol Quotient Ltd [QTNT]

(First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

C/O QUOTIENT LIMITED, 28 08/03/2018 **ESPLANADE**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below) below)

Chief Executive Officer

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Ordinary 08/03/2018 Α 45,000 83,216 D Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Walt Franz - Form 4

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secun (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ordinary Share Option (Right to Buy)	\$ 4.41					(2)	02/19/2028	Ordinary Shares	22,676	
Restricted Stock Units	(1)					(3)	(3)	Ordinary Shares	9,554	
Ordinary Share Option (Right to Buy)	\$ 4.71					<u>(4)</u>	04/01/2028	Ordinary Shares	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Walt Franz C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA	X		Chief Executive Officer				

Signatures

/s/ Franz Walt 08/07/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (2) The options vest and become exercisable in three equal installments beginning February 19, 2019.

Reporting Owners 2

Edgar Filing: Walt Franz - Form 4

- On April 1, 2018, the reporting person was granted 57,325 restricted stock units, of which 38,216 restricted stock units have vested and (3) have converted to ordinary shares. The remaining 19,109 restricted stock units will vest in two equal installments on September 1, 2018 and October 1, 2018.
- (4) The options vest and become exercisable in three equal annual installments beginning April 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.