Quotient Ltd Form 3 April 24, 2014

## FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Quotient Ltd [QTNT] Boyd Roland (Month/Day/Year) 04/24/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **5 TRENCH KNOWE** (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person EDINBURGHÂ EH10 7HL (give title below) (specify below) Form filed by More than One See Remarks Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Ordinary shares 16,000 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | •                   |                 | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                        | 4.<br>Conversion<br>or Exercise<br>Price of | 5.<br>Ownership<br>Form of<br>Derivative | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|--|---------------------|-----------------|--|------------------------|---|--|---|
|  | Date<br>Exercisable | Expiration Date | Title  | Amount or<br>Number of | Derivative<br>Security                      | Security:<br>Direct (D)<br>or Indirect   |   |

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|                                    |     |            |                    | Shares | (I)<br>(Instr. 5) |   |   |
|------------------------------------|-----|------------|--------------------|--------|-------------------|---|---|
| Option to purchase ordinary shares | (1) | 02/14/2023 | Ordinary shares    | 32,000 | \$ <u>(3)</u>     | D | Â |
| Option to purchase                 | (2) | 06/27/2023 | Ordinary<br>shares | 8,000  | \$ 3.29           | D | Â |

# **Reporting Owners**

| Reporting Owner Name / Address                       | Relationships |           |             |       |  |  |
|--|---------------|-----------|-------------|-------|--|--|
| <b>rg</b>  | Director      | 10% Owner | Officer     | Other |  |  |
| Boyd Roland<br>5 TRENCH KNOWE<br>EDINBURGHÂ EH10 7HL | Â             | Â         | See Remarks | Â     |  |  |

# **Signatures**

/s/ Roland Boyd 04/24/2014

\*\*Signature of Date
Reporting Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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)  $\frac{10,666}{8/14/2015}$  options vested and became exercisable on  $\frac{8}{14/2013}$ ,  $\frac{10,666}{2010}$  options will vest on  $\frac{8}{14/2015}$
- (2) 2,666 options will vest on 6/28/2014, 2,666 options will vest on 6/28/2015, 2,667 options will vest on 6/28/2016
- (3) The exercise price will be paid in pounds sterling, at GBP 0.91 per share.

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#### **Remarks:**

### Group Financial Controller and Treasurer

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.

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