Quotient Ltd Form 4 May 01, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Unger Stephen

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

Quotient Ltd [QTNTU] 3. Date of Earliest Transaction

(Check all applicable)

(Middle)

(Zip)

(Month/Day/Year) 04/29/2014

Director 10% Owner X\_ Officer (give title Other (specify

below)

Chief Financial Officer

ELIZABETH HOUSE, 9 CASTLE STREET

(Street)

(State)

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST HELIER, Y9 JE2 3RT

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Ordinary

(Instr. 3)

Code V Amount (D) Price

> 8,000 D

Shares

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

(Month/Day/Year)

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SEC 1474 (9-02)

Indirect

Beneficial

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	04/29/2014		A	50,800	<u>(1)</u>	04/29/2024	Ordinary Shares	50,800
Options to purchase ordinary shares	\$ 8					<u>(2)</u>	03/03/2024	Ordinary Shares	67,200
Options to purchase ordinary shares	\$ 3.29					(3)	06/27/2023	Ordinary Shares	32,000

## **Reporting Owners**

Reporting Owner Name / Address	Keiationships					
	Director	10% Owner	Officer	Other		

Unger Stephen ELIZABETH HOUSE, 9 CASTLE STREET ST HELIER, Y9 JE2 3RT

Chief Financial Officer

# **Signatures**

/s/ Stephen
Unger

\*\*Signature of Reporting Person

O5/01/2014

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) The option becomes exercisable in three equal annual installments beginning April 29, 2015.
- (2) 22,400 options will vest on 3/4/2015, 22,400 options will vest on 3/4/2016, 22,400 options will vest on 3/4/2017
- (3) 10,666 options will vest on 6/28/2014, 10,666 options will vest on 6/28/2015, 10,667 options will vest on 6/28/2016

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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