

von Prondzynski Heino
Form 4
February 04, 2019

FORM 4

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

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 OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
von Prondzynski Heino

(Last) (First) (Middle)

C/O QUOTIENT LIMITED, 28
ESPLANADE

(Street)

ST HELIER, Y9 JE2 3QA

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Quotient Ltd [QTNT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	01/31/2019		M		7,428	A	154,813

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

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

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. 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 Underlying Securities (Instr. 3 and 4)		8. Disposal S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ordinary share Option (Right to Buy)	\$ 11.62							<u>(2)</u>	10/31/2025	Ordinary share	4,303
Ordinary share Option (Right to Buy)	\$ 5.73							<u>(3)</u>	10/31/2026	Ordinary share	8,726
Restricted Stock Units	<u>(1)</u>							<u>(4)</u>	<u>(4)</u>	Ordinary share	12,634
Ordinary share Option (Right to Buy)	\$ 5.21							<u>(5)</u>	10/31/2027	Ordinary share	9,597
Restricted Stock Units	<u>(1)</u>							<u>(6)</u>	<u>(6)</u>	Ordinary share	2,879
Restricted Stock Units	<u>(1)</u>							<u>(7)</u>	<u>(7)</u>	Ordinary share	8,287
Restricted Stock Units	<u>(1)</u>	01/31/2019		M		4,680		<u>(8)</u>	<u>(8)</u>	Ordinary share	4,680
Restricted Stock Units	<u>(1)</u>	01/31/2019		M		2,748		<u>(9)</u>	<u>(9)</u>	Ordinary share	2,748
Ordinary share Option (Right to Buy)	\$ 6.41							<u>(10)</u>	10/31/2028	Ordinary share	6,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
von Prondzynski Heino C/O QUOTIENT LIMITED 28 ESPLANADE ST HELIER, Y9 JE2 3QA	X			

Signatures

/s/ Heino von
Prondzynski

02/04/2019

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) All 4,303 options have vested and remain exercisable.
 - (3) 5,818 options have vested and remain exercisable, 2,908 options will vest on October 31, 2019.
 - (4) On September 4, 2017, the reporting person was granted 25,268 restricted stock units, of which 12,634 restricted stock units have vested and have been exercised. The remaining 12,634 restricted stock units will vest on September 4, 2019.
 - (5) 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.
 - (6) 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.
 - (7) On April 4, 2018, the Reporting Person was granted 33,150 restricted stock units, of which 24,863 restricted stock units have vested and have converted to ordinary shares. The remaining 8,287 restricted stock units will vest on April 4, 2019.
On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, of which 4,680 have vested and have been exercised. The remaining 14,041 restricted stock units will vest in three equal installments on April 30, 2019, July 30, 2019 and October 31, 2019.
 - (8) On October 31, 2018, the Reporting Person was granted 10,990 restricted stock units, of which 2,748 have vested and have been exercised. The remaining 8,242 restricted stock units will vest in three equal installments on April 30, 2019, July 30, 2019 and October 31, 2019.
 - (9) On October 31, 2018, the Reporting Person was granted 10,990 restricted stock units, of which 2,748 have vested and have been exercised. The remaining 8,242 restricted stock units will vest in three equal installments on April 30, 2019, July 30, 2019 and October 31, 2019.
 - (10) The options vest and become exercisable in three equal annual installments beginning October 31, 2019.

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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