

McDonough Brian  
Form 4  
February 04, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McDonough Brian

(Last) (First) (Middle)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares                 | 01/31/2019                           |  | M                              | 4,680 A <u>6</u>  | 15,377  | D  |   |

Ordinary Shares 53,040 I By the McDonough-McGuire Joint Revocable Trust (11)

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) |                 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title           | Amount or Number of Shares |
| Ordinary Share Option (Right to Buy)       | \$ 8   |                                      |  |                                |   | <u>(1)</u>   | 04/29/2024  | Ordinary Shares | 10,000                     |
| Options to purchase ordinary shares        | <u>(2)</u>   |                                      |  |                                |   | 11/14/2022   | 08/30/2022  | Ordinary Shares | 40,029                     |
| Ordinary Share Option (Right to Buy)       | \$ 9.95  |                                      |  |                                |   | <u>(3)</u>   | 10/31/2024  | Ordinary Shares | 5,025                      |
| Ordinary Share Option (Right to Buy)       | \$ 11.62   |                                      |  |                                |   | <u>(4)</u>   | 10/31/2025  | Ordinary Shares | 4,303                      |
| Ordinary Share Option (Right to Buy)       | \$ 5.73  |                                      |  |                                |   | <u>(5)</u>   | 10/31/2026  | Ordinary Shares | 8,726                      |
| Ordinary Share Option (Right to Buy)       | \$ 5.21  |                                      |  |                                |   | <u>(7)</u>   | 10/31/2027  | Ordinary Shares | 9,597                      |
| Restricted Stock Units                     | <u>(6)</u>   |                                      |  |                                |   | <u>(8)</u>   | <u>(8)</u>  | Ordinary Shares | 2,879                      |
|  | <u>(6)</u>   | 01/31/2019                           |  | M                              | 4,680   | <u>(9)</u>   | <u>(9)</u>  |                 | 4,680                      |

|  |         |      |            |                    |                    |
|--|---------|------|------------|--------------------|--------------------|
| Restricted<br>Stock<br>Units                     |         |      |            |                    | Ordinary<br>Shares |
| Ordinary<br>Share<br>Option<br>(Right to<br>Buy) | \$ 6.41 | (10) | 10/31/2028 | Ordinary<br>Shares | 6,240              |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McDonough Brian<br>28 ESPLANADE<br>ST HELIER, Y9 JE2 3QA |               | X         |         |       |

## Signatures

/s/ Brian  
McDonough 02/04/2019

         \*\*Signature of                      Date  
Reporting Person

## 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) All 10,000 options have vested and remain exercisable.
- (2) The exercise price will be paid in pounds sterling, at GBP 0.91 per share.
- (3) All 5,025 options have vested and remain exercisable.
- (4) All 4,303 options have vested and remain exercisable.
- (5) 5,818 options have vested on October 31, 2018 and remain exercisable, 2,908 options will vest on October 31, 2019.
- (6) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) The options vest and become exercisable in three equal annual installments beginning October 31, 2019.
- (11) The Reporting Person and his spouse are Co-Trustees of their successors in trust, of the McDonough-McGuire Joint Revocable Trust, dated May 14, 2013. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these ordinary shares in this report shall not be deemed an admission of beneficial ownership of all of the reported ordinary shares for purposes of Section 16 or for any other purpose.

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