

SHROFF ZUBEEN

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 *
SHROFF ZUBEEN

(Last) (First) (Middle)

C/O GALEN PARTNERS,, 680
WASHINGTON BLVD

(Street)

STAMFORD, CT 06901

(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				(A) or (D)	7,329,074	I	See footnote ⁽²⁾
Ordinary Shares	01/31/2019		M	4,680 A <u>11</u>	12,795	D	

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
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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)	8. D S (I
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Ordinary Share Option (Right to Buy)	\$ 11.62					(3) 10/31/2025	Ordinary Shares 7,505	
Ordinary Share Option (Right to Buy)	\$ 8					(4) 04/29/2024	Ordinary Shares 5,000	
Ordinary Share Option (Right to Buy)	\$ 9.95					(5) 10/31/2024	Ordinary Shares 5,025	
Ordinary Share Option (Right to Buy)	\$ 5.73					(6) 10/31/2026	Ordinary Shares 8,726	
Ordinary Share Option (Right to Buy)	\$ 5.21					(7) 10/31/2027	Ordinary Shares 9,597	
Restricted Stock Units	(1)					(8) (8)	Ordinary Shares 2,879	
Restricted Stock Units	(1)	01/31/2019		M	4,680	(9) (9)	Ordinary Shares 4,680	
	\$ 6.41					(10) 10/31/2028	6,240	

Ordinary
Share
Option
(Right to
Buy)

Ordinary
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHROFF ZUBEEN C/O GALEN PARTNERS, 680 WASHINGTON BLVD STAMFORD, CT 06901	X	X		

Signatures

/s/ Zubeen
Shroff

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.
Includes 6,613,590 ordinary shares held of record by Galen V, 564,780 ordinary shares held by Galen International V, and 150,704 ordinary shares held of record by Galen Management, LLC. Mr. Shroff is a managing director of Galen Management, LLC, and shares voting and dispositive power over the securities held by Galen V, Galen International V and Galen Management, LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.
- (2) All 7,505 options have vested and remain exercisable.
- (3) All 5,000 options have vested and remain exercisable
- (4) All 5,025 options have vested and remain exercisable.
- (5) 5,818 options have vested and remain exercisable, 2,908 options will vest on October 31, 2019.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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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