Quotient Ltd
Form 4
September 22, 2015

FORM 4

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

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

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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).

(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)
09/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	09/18/2015		X		249,999 (1)	A	$ 8.8	6,087,396	I	See footnote (2)

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

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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)

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 o Number o Shares
Warrant (Right to Buy)	$ 8.8	09/18/2015		X			312,500	07/24/2014	10/25/2015	Ordinary Shares	250,000

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	09/22/2015
**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) The ordinary shares were acquired upon the exercise of warrants to purchase ordinary shares. Galen Partners V LP ("Galen V") acquired 230,331 ordinary shares and Galen Partners International V LP ("Galen International V") acquired 19,668 ordinary shares.

(2) Includes 5,469,624 ordinary shares held of record by Galen V, 467,068 ordinary shares held of record by Galen International V and 150,704 ordinary shares held of record by Galen Management, LLC (collectively, "Galen Partners"). John Wilkerson, David W. Jahns and Zubeen Shroff exercise voting, investment and dispositive rights over the securities held of record by Galen Partners. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

(3) Each warrant represented a right to purchase 0.8 ordinary shares at an exercise price of $8.80 per share.

(4) Prior to the exercise Galen V held 287,914 warrants to purchase 230,331 ordinary shares and Galen International V held 24,586 warrants to purchase 19,669 ordinary shares. Each of Galen V and Galen International V exercised their warrants in full.

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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