

Quotient Ltd  
Form S-1  
December 15, 2014  
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As filed with the Securities and Exchange Commission on December 12, 2014

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**QUOTIENT LIMITED**  
**(Exact name of registrant as specified in its charter)**

**Jersey, Channel Islands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**2835**  
**(Primary Standard Industrial**  
**Classification Code Number)**

**Not applicable**  
**(I.R.S. Employer**  
**Identification Number)**

**Pentlands Science Park  
Bush Loan, Penicuik, Midlothian  
EH26 OPZ, United Kingdom  
Tel: 011-44-0131-445-6159**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Stephen Unger  
Quotient Biodiagnostics, Inc.  
301 South State Street, Suite S-204  
Newtown, Pennsylvania 18940  
(215) 497-7006**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Alejandro E. Camacho, Esq.  
Per B. Chilstrom, Esq.  
Clifford Chance US LLP  
31 West 52<sup>nd</sup> Street  
New York, NY 10019  
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**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(2)
Ordinary shares of no par value ( Ordinary Shares )	2,000,000	\$13.72	\$27,440,000	\$3,188.53
Ordinary Shares underlying pre-funded warrants ( Warrants )	850,000 <sup>(3)</sup>	\$13.72	\$11,662,000	\$1,355.12
<b>Total</b>	<b>2,850,000<sup>(4)</sup></b>	<b>\$13.72</b>	<b>\$39,102,000</b>	<b>\$4,543.65</b>

(1)

Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low reported sales prices on the Nasdaq Global Market on December 11, 2014.

- (2) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (3) Represents the maximum number of Ordinary Shares currently issuable upon the exercise of the Warrants with an exercise price of \$0.01 per share.
- (4) Pursuant to Rule 416 under the Securities Act of 1933, as amended, the securities being registered hereunder also include such indeterminate number of Ordinary Shares as may be issuable with respect to the securities being registered hereunder as a result of share splits, share dividends or similar transactions as a result of anti-dilution provisions contained in the Warrants.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. The selling shareholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This preliminary prospectus is not an offer to sell securities and the selling shareholders are not soliciting an offer to buy securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION**

**Preliminary Prospectus Dated December 12, 2014**

**2,850,000 Ordinary Shares**

**of**

**Quotient Limited**

This prospectus relates to the offer and resale from time to time of up to 2,850,000 ordinary shares of nil par value per share by the selling shareholders identified in this prospectus or in supplements to this prospectus. See **Selling Shareholders**. Of these 2,850,000 ordinary shares, 850,000 ordinary shares are issuable upon the exercise of our pre-funded warrants. The holders of the pre-funded warrants must pay an exercise price of \$0.01 per share to purchase the ordinary shares underlying the pre-funded warrants (or the warrant shares).

The 2,000,000 ordinary shares and pre-funded warrants exercisable for 850,000 warrant shares to which this prospectus relates were issued to the selling shareholders in connection with a private placement. This prospectus does not necessarily mean that the selling shareholders will offer or sell those shares. We cannot predict when or in what amounts the selling shareholders may sell any of the shares offered by this prospectus. The prices at which the selling shareholders may sell the shares will be determined by the prevailing market price for the shares or in negotiated transactions. We are filing the registration statement pursuant to contractual obligations that exist with the selling shareholders.

We are not selling any ordinary shares under this prospectus and will not receive any proceeds from the sale or other disposition of shares by the selling shareholders, except that we will receive the proceeds of any exercises of the pre-funded warrants, which, if received, would be used by us for working capital, operating expenses and general corporate purposes. The selling shareholders will bear all commissions and discounts, if any, attributable to the sale or other disposition of the shares. We will bear all costs, expenses and fees in connection with the registration of the shares other than the fees and disbursements of legal counsel to the selling shareholders. See **Selling Shareholders** and **Plan of Distribution**.

Our ordinary shares are listed on The NASDAQ Global Market under the symbol **QTNT**. On December 11, 2014, the closing sale price of our ordinary shares on The NASDAQ Global Market was \$13.31 per share.

The selling shareholders identified in this prospectus from time to time may offer and resell the shares held by them directly or through agents or broker-dealers on terms to be determined at the time of sale. To the extent required, the

names of any agent or broker-dealer and applicable commissions or discounts and any other required information with respect to any particular offer will be set forth in a prospectus supplement that will accompany this prospectus. A prospectus supplement also may add, update or change information contained in this prospectus. Each of the selling shareholders reserves the sole right to accept or reject, in whole or in part, any proposed purchase of the shares to be made directly or through agents.

We are an emerging growth company under applicable Securities and Exchange Commission rules and, as such, have elected to comply with certain reduced public company reporting requirements for this prospectus and future filings.

**Investing in our securities involves a high degree of risk. Before buying any securities, you should carefully read the discussion of material risks of investing in our securities in Risk Factors beginning on page 5 of this prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**No Jersey regulatory consent is required in respect of the offering subject of this prospectus and, consequently, no consent has been sought from the Jersey Financial Services Commission in connection with this prospectus.**

**The date of this prospectus is \_\_\_\_\_, 2014**

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This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (or the SEC) pursuant to which the selling shareholders named herein may, from time to time, offer and sell or otherwise dispose of ordinary shares covered by this prospectus. Neither we nor the selling shareholders have authorized anyone to provide any information or to make any representations other than that contained in or incorporated by reference in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Do not rely upon any information or representations made outside of such sources. Neither we nor the selling shareholders take any responsibility for, nor can provide any assurance as to the reliability of, any other information that others may give you. Neither we nor the selling shareholders are making an offer to sell, or soliciting an offer to buy, these securities in any jurisdiction where the offer, sale or solicitation is not permitted. You should assume that the information appearing in or incorporated by reference in this prospectus and any free writing prospectus prepared by us is accurate only as of its respective date. Our business, financial condition, results of operations and prospects may have changed since such date.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to the registration statement of which this prospectus is a part were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreement, and should not be deemed to be a representation, warranty or covenant made to you or for your benefit. Moreover, such representations, warranties or covenants were accurate only as of the date they were made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Our trademark portfolio includes both United States and foreign trademark registrations and pending United States and foreign trademark applications. Other trademarks or trade names referred to in this prospectus or the documents incorporated by reference herein are the property of their respective owners. Solely for convenience, the trademarks

and trade names in this prospectus and the documents incorporated by reference herein are generally referred to without the ® and symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

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Certain market and industry data and forecasts included in or incorporated by reference in this prospectus were obtained from independent market research, industry publications and surveys, governmental agencies and publicly available information. We did not fund and are not otherwise affiliated with the third party sources that we cite. Industry surveys, publications and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. While we are not aware of any misstatements regarding the market or industry data presented or incorporated by reference herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** in this prospectus.

It is our present intention that all of our ordinary shares held in certificated form and not currently settled through the Depository Trust Company, or DTC, (including those ordinary shares offered by this prospectus) will be transferred and settled through the DTC system upon transfer pursuant to an effective registration statement or an applicable exemption under the Securities Act of 1933, as amended (or the Securities Act).

Cede & Co., as nominee for the DTC, will hold the securities sold hereby in certificated form on behalf of and as nominee for investors who purchase beneficial interests in securities. We and DTC have no contractual relationship. Investors who purchase the securities (although recorded as owners within the DTC system) are legally considered holders only of beneficial interests in those securities and will have no direct rights against us. Each security reflected within the DTC system will represent evidence of beneficial ownership of one certificated security held by Cede & Co. The securities reflected within the DTC system will be freely transferable with delivery and settlement through the DTC system. Our securities are issued in certificated form and beneficial interests in the securities as reflected in the DTC system are traded on The NASDAQ Global Market, or NASDAQ. References in this prospectus to the securities being listed or traded on The NASDAQ Global Market shall mean the beneficial interests in such securities held by Cede & Co. Investors may, through their broker, elect to withdraw their securities from the DTC system, receive a certificate and be listed as our legal security holders, subject to customary fees. Please see **Our Securities and Trading in the United States**.

Our fiscal year ends on March 31. Unless otherwise noted, any reference to a year preceded by the word **fiscal** refers to the twelve months ended March 31 of that year. For example, references to **fiscal 2014** refer to the twelve months ended March 31, 2014. Any reference to a year not preceded by **fiscal** refers to a calendar year.

**For investors outside of the United States:** We have not done anything that would permit possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than the United States. Persons outside of the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of the securities and the distribution of this prospectus outside of the United States.

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**PROSPECTUS SUMMARY**

*This summary highlights some of the information in this prospectus. It does not contain all of the information that you should consider before investing in our ordinary shares. You should read carefully the more detailed information set forth under Risk Factors and the other information included in this prospectus. Unless the context requires otherwise, references in this prospectus to Quotient, the Company, we, us and our refer to Quotient Limited and its consolidated subsidiaries.*

**Overview**

We are an established, commercial-stage diagnostics company committed to reducing healthcare costs and improving patient care through the development and commercialization of innovative tests for blood grouping and serological disease screening, commonly referred to as transfusion diagnostics. Blood grouping involves specific procedures performed at donor or patient testing laboratories to characterize blood, which includes antigen typing and antibody identification.

We have over 30 years experience manufacturing and supplying conventional reagent products used for blood grouping within the global transfusion diagnostics market. We are developing MosaiQ™, our proprietary technology platform, to better address the comprehensive needs of this large and established market. We believe MosaiQ™ has the potential to be a transformative technology that will significantly reduce the cost of blood grouping in the donor and patient testing environments while improving patient outcomes.

We have designed MosaiQ to offer a breadth of diagnostic tests that is unmatched by any existing commercially available transfusion diagnostic instrument platform. Time to result for MosaiQ will be significantly quicker than existing methods for extended antigen typing and antibody identification and is expected to be equivalent to the time to result for current instrument platforms performing basic antigen typing. We believe that customer adoption of MosaiQ will lead to improved patient outcomes through better and easier matching of donor and patient blood, given cost-effective extended antigen typing offered by MosaiQ. Improved patient outcomes using MosaiQ include the potential for reduced incidence of alloimmunization, where the patient develops antibodies to foreign antigens introduced to the body through transfused blood. MosaiQ will also offer the opportunity for substantial cost savings and a range of operational efficiencies for donor and patient testing laboratories, including:

full characterization of blood-group antigens and antibodies present in donor or patient blood, eliminating the need for routine manual testing typically undertaken by skilled technicians;

simplification of required consumables;

consolidation of multiple instrument platforms in donor testing laboratories;

significant reduction of sample volume requirements;

reduction of consumable and reagent waste; and

more streamlined processes for matching donor units to patients.

MosaiQ will comprise two separate consumables, one for blood grouping and one for serological disease screening, and a highthroughput instrument. We have commenced installing the manufacturing system for MosaiQ consumables and expect to complete formal validation studies of the system by September 30, 2015. Prototype units of the initial MosaiQ instrument are also forecast to be delivered to Quotient by the end of 2014. We plan to commence formal field trials for the consumables and the initial MosaiQ instrument in the second half of 2015 and we expect to file the necessary regulatory submissions to obtain FDA and other required marketing clearances in the first half of 2016. If approved for sale, we anticipate full commercial launch for MosaiQ in Europe during the second half of 2016 and in the United States during the first half of 2017.

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Our internal feasibility study has demonstrated a high degree of concordance, across a range of key blood group specificities, between results generated using the MosaiQ methodology and results generated using predicate technologies for blood grouping. We used column agglutination technology (or CAT, a blood group testing system that incorporates microcolumns and glass bead microparticles) and, where CAT was not feasible, manual testing techniques as the predicate technologies for our internal feasibility studies. For antigen typing, the feasibility study demonstrated concordance of approximately 99% or greater for the majority of the key specificities tested. For antibody identification, the feasibility study demonstrated overall concordance of 99.7%. We expect these results to improve with further optimization of the individual reagent formulations, automation of the manufacturing processes for the MosaiQ consumable and greater automation of the testing processes.

In addition, results generated using the MosaiQ methodology demonstrated a high degree of concordance to predicate technologies screening blood for Cytomegalovirus (CMV) and Syphilis. The feasibility study was conducted in collaboration with Future Diagnostics and examined a total of 274 positive and negative samples. The feasibility study demonstrated concordance of 100% for Syphilis and 99.3% for CMV. As a result of the positive study results, we plan to complete the development and verification of the CMV and Syphilis assays for inclusion on the MosaiQ disease screening consumable.

We have a proven track record and significant expertise in product development, manufacturing and quality, uniquely tailored to the highly regulated transfusion diagnostics market. We have introduced a range of FDA-licensed products in the United States under the Quotient brand, which we sell directly to donor testing laboratories, hospitals, and independent testing laboratories. We have also increased our emphasis on the development, manufacture and sale of conventional reagent products to original equipment manufacturers, or OEMs, such as Ortho Clinical Diagnostics, Inc., Bio-Rad Laboratories, Inc. and Grifols S.A.

We currently derive revenue from a portfolio of products used for blood grouping, as well as whole blood controls used daily for quality assurance testing of third-party blood grouping instruments. We are developing additional conventional reagent products for our OEM customers and for sale directly in the United States under the Quotient brand.

## **Recent Developments**

### ***Private Placement of Ordinary Shares and Pre-funded Warrants***

On November 25, 2014, we entered into subscription agreements with the selling shareholders for the private placement of 2,000,000 newly issued ordinary shares at a price of \$9.50 per share and 850,000 newly issued pre-funded warrants at a price of \$9.49 per warrant. Affiliates of Galen Partners LLP (or Galen), our largest shareholder, purchased 157,895 shares in the private placement.

The subscription agreements contain representations, warranties and covenants that are customary for transactions of this type.

Each pre-funded warrant is exercisable for one warrant share. Each pre-funded warrant has an initial exercise price of \$0.01 per warrant share, is exercisable as of December 1, 2014, and will expire on December 1, 2017. Subject to limited exceptions, a holder of the pre-funded warrants will not have the right to exercise any portion of such securities if the holder, together with its affiliates, would beneficially own in excess of 9.99% of the number of our ordinary shares outstanding immediately after the exercise. The exercise price of the pre-funded warrants, and in some cases the number of warrant shares issuable upon exercise of the pre-funded warrants, will be subject to adjustment in the event of share splits, share dividends, combinations, rights offerings and similar events affecting our ordinary

shares. In addition, in the event we consummate a merger or consolidation with or into another person or other reorganization event in which our ordinary shares are converted or exchanged for securities, cash or other property, or we sell, lease, license or otherwise dispose of

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all or substantially all of our assets or we or another person acquire 50% or more of the outstanding ordinary shares, then following such event, the holders of the pre-funded warrants will be entitled to receive upon exercise of such pre-funded warrants the same kind and amount of securities, cash or property which the holders would have received had they exercised the pre-funded warrants immediately prior to such fundamental transaction. Any successor to us or surviving entity shall assume the obligations under the pre-funded warrants.

In connection with the private placement, we also entered into registration rights agreements, dated November 25, 2014, with the selling shareholders pursuant to which we have agreed to file, within 30 days of the closing of the private placement, a registration statement with the SEC to register the 2,000,000 ordinary shares and the 850,000 warrant shares for resale, which registration statement is required to become effective within 90 days following the closing. We will be required to pay certain cash amounts as liquidated damages of one percent (1%) of the aggregate purchase price of the ordinary shares that are registrable securities per month (up to a cap of 10%) if we do not meet certain of our obligations under the registration rights agreements with respect to the registration of the ordinary shares.

For additional information, including copies of the subscription agreements and registration rights agreements, see our Current Report on Form 8-K filed with the SEC on November 26, 2014, which is incorporated by reference into this prospectus, and the foregoing summaries of the documents entered into in connection with the private placement are qualified in their entirety by reference to the definitive documents relating to such transactions, copies or forms of which are filed as exhibits to this registration statement and such Form 8-K. See the sections of this prospectus entitled *Where You Can Find Additional Information* and *Incorporation of Certain Information by Reference*.

## **Corporate History and Information**

Quotient Limited is a limited liability no par value company incorporated under the laws of Jersey, Channel Islands. Our registered address is Elizabeth House, 9 Castle Street, St. Helier, JE2 3RT, Jersey, Channel Islands. Our agent for service of process is our wholly owned U.S. subsidiary, Quotient Biodiagnostics, Inc., 301 South State Street, Suite S-204, Newton, Pennsylvania 18940.

We were incorporated in Jersey, Channel Islands in 2012. Our principal executive offices are located at Pentlands Science Park, Bush Loan, Penicuik, Midlothian, EH26 OPZ, United Kingdom, and our telephone number is 011-44-0131-445-6159. Our website address is [www.quotientbd.com](http://www.quotientbd.com). Information contained on our website is not incorporated by reference into this prospectus and should not be considered to be part of this prospectus, and you should not rely on any such information in making the decision whether to purchase our securities.

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**THE OFFERING**

Securities Offered by Selling Shareholders: Up to 2,850,000 ordinary shares, including 850,000 warrant shares issuable upon exercise of the pre-funded warrants.

Ordinary shares<sup>(1)</sup>:

Number of ordinary shares outstanding before this offering: 16,383,343

Number of ordinary shares to be outstanding after this offering: 17,233,343, assuming all pre-funded warrants are exercised. There is no assurance that the warrant holders will elect to exercise any or all of the pre-funded warrants.

Use of Proceeds: Proceeds from the sale of the ordinary shares covered by this prospectus will be received by the selling shareholders. We will not receive any proceeds from such sale. We will, however, receive the proceeds of any exercises of the pre-funded warrants, which, if received, would be used by us for working capital, operating expenses and general corporate purposes.

Listing: Our ordinary shares are listed on NASDAQ under the symbols QTNT .

Risk Factors: Investing in our ordinary shares involves a high degree of risk. See Risk Factors beginning on page 5 of this prospectus for a discussion of some of the risks relating to investment in our ordinary shares.

<sup>(1)</sup> As of December 5, 2014.

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**RISK FACTORS**

Investing in our ordinary shares involves a high degree of risk. You should carefully consider the risk factors described in the section "Risk Factors" contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2014, which is incorporated herein by reference and other information contained in or incorporated by reference in this prospectus or in any prospectus supplement or post-effective amendment, if required, before purchasing any of our ordinary shares. Any of these risks could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations.



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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference herein contain forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, and other future conditions, and include estimates and projections. Forward-looking statements can be identified by words such as strategy, objective, anticipate, believe, estimate, expect, intend, may, plan, predict, potential, will, would, could, should, continue, contemplate, might, design and other similar expressions. All forward-looking statements contain these identifying words. Although we believe that we have a reasonable basis for each forward-looking statement contained in or incorporated by reference in this prospectus, we caution you that these statements are based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain, and are subject to numerous known and unknown risks and uncertainties.

Forward-looking statements include statements about:

the development, regulatory approval and commercialization of MosaiQ™, including our expected arrangements with one or more commercial partners;

the design of blood grouping and disease screening capabilities of MosaiQ™ and the benefits of MosaiQ™ for both customers and patients;

future demand for and customer adoption of MosaiQ™, the factors that we believe will drive such demand and our ability to address such demand;

our expected profit margins for MosaiQ ;

the size of the market for MosaiQ ;

the regulation of MosaiQ™ by the U.S. Food and Drug Administration, or the FDA, or other regulatory bodies, or any unanticipated regulatory changes or scrutiny by such regulators;

future plans for our conventional reagent products;

the status of our future relationships with customers, suppliers, and regulators relating to our conventional reagent products;

future demand for our conventional reagent products and our ability to meet such demand;

our ability to manage the risks associated with international operations;

anticipated changes, trends and challenges in our business and the transfusion diagnostics market;

the effects of competition;

the expected outcome or impact of pending or threatened litigation;

our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;

our estimates regarding our capital requirements and capital expenditures, including our expenditures associated with the ongoing development of MosaiQ™ and the expected cost of a new expanded manufacturing facility in Edinburgh, Scotland;

our anticipated cash needs, our expected sources of funding and our ability to obtain expected funding; and

our plans for executive and director compensation for the future.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place significant reliance on our forward-looking statements. The inclusion of forward-looking information should not be regarded as a representation by us or any other person that the future

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plans, estimates or expectations that we contemplate will be achieved. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Important factors that could cause actual results and events to differ materially from those indicated in the forward-looking statements include the factors referenced in our Annual Report on Form 10-K for the fiscal year ended March 31, 2014 and our Quarterly Reports on Form 10-Q for the quarters ended June 30, 2014 and September 30, 2014, which are incorporated by reference herein, including those set forth under Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk therein. These factors should not be construed as exhaustive, and should be read in conjunction with the other cautionary statements included in and incorporated by reference in this prospectus.

Many important factors, in addition to the factors described in this prospectus and the documents incorporated by reference herein, may adversely and materially affect our results as indicated in forward-looking statements. You should read this prospectus, the documents that we have incorporated by reference herein and the documents that we have filed as exhibits to the registration statement of which this prospectus is a part, as well as any prospectus supplement or post-effective amendment, if required, completely and with the understanding that our actual future results may be materially different and worse from what we expect.

The forward-looking statements in this prospectus and the documents incorporated by reference herein represent our views as of the date of this prospectus or such document, as applicable. We undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future developments or otherwise.

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**USE OF PROCEEDS**

Proceeds from the sale of the ordinary shares covered by this prospectus will be received by the selling shareholders. We will not receive any proceeds from such sale. We will, however, receive the proceeds of any exercises of pre-funded warrants which, if received, would be used by us for working capital, operating expenses and general corporate purposes.

The exercise price of the pre-funded warrants held by the selling shareholders is \$0.01 per Ordinary Share. There can be no assurance the pre-funded warrants will be exercised by the selling shareholders at all.

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**DIVIDEND POLICY**

We have never declared or paid cash dividends on our ordinary shares. We currently intend to retain all available funds and any future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends, if any, will be made at the complete discretion of our Board of Directors and will depend on then existing conditions, including our results of operations, financial conditions, contractual restrictions, capital requirements, business prospects and other factors our Board of Directors may deem relevant.

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**SELLING SHAREHOLDERS**

The ordinary shares being offered by the selling shareholders are those previously issued to the selling shareholders and those issuable to the selling shareholders upon exercise of the pre-funded warrants. For additional information regarding the issuances of ordinary shares and the pre-funded warrants, see Prospectus Summary Recent Developments Private Placement of Ordinary Shares and Pre-funded Warrants above. We are registering the ordinary shares in order to permit the selling shareholders and their donees, pledgees, transferees or other successors-in-interest that receive their shares after the date of this prospectus to offer the shares, as well as any shares that we may issue or may be issuable by reason of any share split, share dividend or similar transaction involving these shares, for resale from time to time in the manner contemplated under Plan of Distribution. Except for the ownership of the ordinary shares and the pre-funded warrants or as otherwise set forth in the table and related footnotes below, the Selling Shareholders have not had any material relationship with us within the past three years.

The table below, including the footnotes, lists the selling shareholders and other information regarding the beneficial ownership of the ordinary shares by each of the selling shareholders based in part on information provided to us by the selling shareholders. The second and third columns list the number and percentage of ordinary shares beneficially owned by each selling shareholder, based on its ownership of our ordinary shares, pre-funded warrants and warrants sold in our initial public offering, as of December 5, 2014, assuming exercise of the pre-funded warrants and warrants sold in the initial public offering held by the selling shareholders on that date, subject to the limitations on exercise set forth in the pre-funded warrants.

The fourth column lists the ordinary shares being offered by this prospectus by the selling shareholders.

In accordance with the terms of the registration rights agreements with the holders of the ordinary shares and the pre-funded warrants, this prospectus generally covers the resale of that number of ordinary shares equal to the number of ordinary shares held by such holders and the number of warrant shares issuable upon exercise of the pre-funded warrants held by such holders, determined as if the outstanding pre-funded warrants were exercised, as applicable, in full, in each case, as of the trading day immediately preceding the date this registration statement was initially filed with the SEC. The fifth and sixth columns assume the sale of all of the shares offered by the selling shareholders pursuant to this prospectus. However, because the selling shareholders may sell all or some of their shares under this prospectus from time to time, or in another permitted manner, we cannot assure you as to the actual number of shares that will be sold by the selling shareholders or that will be held by the selling shareholders after completion of any sales. We do not know how long the selling shareholders will hold the shares before selling them. Information concerning the Selling Shareholders may change from time to time and changed information will be presented in a supplement to this prospectus if and when necessary and required.

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The selling shareholders may sell all, some or none of their shares in this offering. See Plan of Distribution.

Name of Selling Shareholder	Number of Shares Owned Prior to Offering	Percentage of Class Beneficially Owned Prior to Offering	Maximum Number of Shares to be Sold Pursuant to this Prospectus	Number of Shares Owned After Offering <sup>(1)</sup>	Percentage of Class Beneficially Owned After Offering <sup>(1)</sup>
Visium Balanced Master Fund, Ltd. <sup>(2)</sup>	1,733,940 <sup>(3)</sup>	9.99%	993,426 <sup>(4)</sup>	1,372,764	7.63%
Cormorant Global Healthcare Master Fund, L.P. <sup>(5)</sup>	1,500,000	8.94%	600,000	900,000	5.36%
Cox FLP, Ltd. <sup>(6)</sup>	412,289	2.52%	315,789	96,500	*
Arrowsmith/Ann Arbor <sup>(7)</sup>	105,262 <sup>(7)</sup>	*	105,262		*
Southwell Capital, L.P. <sup>(8)</sup>	26,315	*	26,315		*
Lawrence B. Levey, Trustee of the Lawrence B. Levey Trust u/a/d 9/11/06	26,315	*	26,315		*
Joseph M. Cohen	15,789	*	15,789		*
Jon M. Cohen	5,263	*	5,263		*
Joseph M. Cohen Family Limited Partnership <sup>(9)</sup>	5,263	*	5,263		*
Benjamin Ling	10,526	*	10,526		*
Gantcher Family Limited Partnership <sup>(10)</sup>	50,000	*	50,000		*
Foresite Capital Fund II, L.P. <sup>(11)</sup>	327,631	2.00%	327,631		*
Galen Partners <sup>(12)</sup>	6,037,397 <sup>(12)</sup>	36.41%	157,895	5,879,502	35.45%
Perceptive <sup>(13)</sup>	578,376 <sup>(13)</sup>	3.50%	210,526	367,850	2.23%
<b>TOTAL</b>			<b>2,850,000</b>		

\* Represents beneficial ownership of less than one percent of the outstanding ordinary shares.

- The selling shareholders may offer and sell all or part of the ordinary shares covered by this prospectus, but no estimates can be made as to the amount of ordinary shares that will be held by the selling shareholders after the completion of this offering.
- Visium Asset Management, LP (or Visium LP) is the investment manager for Visium Balanced Master Fund, Ltd. (or Visium), and may be deemed to beneficially own all shares held by Visium. Visium LP disclaims beneficial ownership of all shares held by Visium, except to the extent of its indirect pecuniary interest therein. JG Asset, LLC (or JG), is the general partner of Visium LP and may be deemed to beneficially own all shares beneficially held by Visium LP. JG disclaims beneficial ownership of all shares beneficially owned by Visium

LP, except to the extent of its indirect pecuniary interest therein. Jacob Gottlieb is the managing member of JG and may be deemed to beneficially own all shares beneficially owned by JG. Jacob Gottlieb disclaims beneficial ownership of all shares beneficially owned by JG, except to the extent of his indirect pecuniary interest therein. The address for Visium Balanced Master Fund, Ltd. is 888 Seventh Avenue, 22nd Floor, New York, New York 10019 c/o Visium Asset Management, LP. See Certain Relationships and Related Party Transactions regarding certain related party transactions involving Visium.

3. Consists of 993,426 ordinary shares offered by this prospectus, representing 143,426 ordinary shares and 850,000 warrant shares that may be acquired upon exercise of the pre-funded warrants held by Visium, 617,104 ordinary shares and 944,574 warrants issued in the initial public offering. Beneficial ownership is calculated by excluding 632,250 ordinary shares that are issuable upon exercise of the pre-funded warrant, but may not be exercised as of December 5, 2014 due to certain provisions in the pre-funded warrants which limit the exercisability of the pre-funded warrants if, after giving effect to such exercise, the holder's beneficial ownership of ordinary shares would exceed 9.99% (or the blocker provision).



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4. Determined without giving effect to the blocker provision described in the immediately preceding footnote.
5. The address for Cormorant Global Healthcare Master Fund, LP (or Cormorant) is 100 High Street, Suite 1103, Boston, Massachusetts 02110. Cormorant Global Healthcare GP, LLC serves as the general partner of Cormorant, and Cormorant Asset Management, LLC serves as the investment manager of Cormorant. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC and Cormorant Asset Management, LLC. Bihua Chen disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein. See Certain Relationships and Related Party Transactions regarding certain related party transactions involving Cormorant.
6. The address for Cox FLP, Ltd. is 2100 McKinney Ave., Ste. 1700, Dallas, TX 75201. Berry Cox exercises voting, investment and dispositive power over the ordinary shares.
7. The address for each of Arrowsmith Fund, Ltd. (or Arrowsmith) and Ann Arbor Partners, L.P. (or Ann Arbor) is 900 Third Avenue, 18th Floor, New York, NY 10022. 52,631 ordinary shares are held of record by Arrowsmith and 52,631 ordinary shares are held of record by Ann Arbor. James R. Hodge has voting, investment and dispositive power over the ordinary shares held of record by Arrowsmith and James R. Hodge and Isaac Robert Souede have voting, investment and dispositive power over the ordinary shares held by each of Arrowsmith and Ann Arbor.
8. The address of Southwell Capital, LP is 1901 N. Akard St., Dallas, TX 75201. Wilson Jaeggli has voting, investment and dispositive power over the ordinary shares owned by Southwell Capital, LP.
9. The Joseph M. Cohen Family Limited Partnership is owned equally by two trusts for the benefit of Jon Cohen and Jarrod Cohen.
10. Gantcher Family Partners LLC is the general partner. Nathan Gantcher is the managing member of Gantcher Family Partners LLC.
11. The address for Foresite Capital Fund II, L.P. is 101 California Street, Suite 4100, San Francisco, CA 94111. Foresite Capital Management II, LLC is the general partner of Foresite Capital Fund II, LP. James B. Tatanbaum is the managing member of Foresite Capital Management II, LLC. James B. Tatanbaum disclaims beneficial ownership of all shares beneficially owned by Foresite Capital Management II, LLC, except to the extent of his indirect pecuniary interest therein.
12. The business address of Galen Partners is 680 Washington Blvd., Stamford, CT 06901. Includes 5,239,293 ordinary shares and 230,331 warrants held of record by Galen Partners V LP, 447,400 ordinary shares and 19,669 warrants held of record by Galen Partners International V LP and 150,704 ordinary shares held of record by Galen Management, LLC (collectively, Galen Partners ). John Wilkerson, David Jahns, and Zubeen Shroff exercise voting, investment and dispositive rights over our securities held of record by Galen Partners. See Certain Relationships and Related Party Transactions regarding certain related party transactions involving Galen Partners.
13. The address of Perceptive Life Sciences Master Fund Ltd. and Titan Perc. Ltd. is c/o Perceptive Advisors LLC, 499 Park Avenue 25<sup>th</sup> Flo., New York, NY 10022. 394,730 ordinary shares and 135,323 warrants are held of record by Perceptive Life Sciences Master Fund, Ltd. 60,740 ordinary shares and 18,310 warrants are held of record by Titan Perc, Ltd. Perceptive Advisors LLC is the advisor of Perceptive Life Sciences Master Fund Ltd. and Titan-Perc Ltd. Perceptive Advisors LLC and Joseph Edelman claim shared voting power and shared dispositive power over the shares held by Perceptive Life Sciences Master Fund Ltd. and Titan-Perc Ltd. Mr. Edelman is the managing member of Perceptive Advisors LLC.

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**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

In connection with the private placement:

We issued 157,895 ordinary shares to Galen Partners V, L.P. and Galen Partners International V, L.P. for an aggregate purchase price of \$1,500,002.50;

We issued 143,426 ordinary shares and 850,000 pre-funded warrants to Visium Balanced Master Fund, Ltd. for an aggregate purchase price of \$9,429,047; and

We issued 600,000 ordinary shares to Cormorant Global Healthcare Master Fund, L.P. for an aggregate purchase price of \$5,700,000.

For additional description of transactions, since January 1, 2012, in which (a) we were a participant, (b) the amount involved exceeded \$120,000 and (c) one or more of our executive officers, directors or 5% shareholders, or their immediate family members, had a direct or indirect material interest, see the sections **Certain Relationships and Related Transactions and Director Independence** contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2014, and **Relationships and Related Party Transactions** in our definitive proxy statement, filed September 22, 2014, which are incorporated herein by reference.

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**DESCRIPTION OF SECURITIES**

**General**

Quotient Limited was originally formed as a private limited liability, no par value company named QBDG (Newco) Limited, on January 18, 2012 under the Companies (Jersey, Channel Islands) Law 1991 (referred to below, as amended, as the Jersey Companies Law ) with the registered number 109886. The company changed its name to Quotient Biodiagnostics Holdings Limited on January 27, 2012, and changed its name to Quotient Limited on May 10, 2013. On April 3, 2014, the company's status was changed to a public limited liability no par value company.

The registered office of Quotient Limited is at c/o Quotient Limited, P.O. Box 1075, Elizabeth House 9 Castle Street St Helier Jersey, Channel Islands, JE2 2QP and its principal executive office is at Pentlands Science Park, Bush Loan, Penicuik, Midlothian, EH26 OPZ, United Kingdom.

**Introduction**

It is our present intention that all of our ordinary shares held in certificated form and not currently settled through DTC (including those ordinary shares offered by this prospectus) will be transferred and settled through the DTC system upon transfer pursuant to an effective registration statement or an applicable exemption under the Securities Act. Any ordinary shares sold upon exercise of the warrants sold in our initial public offering, and warrant shares sold upon exercise of the pre-funded warrants, will, at least initially, be held in certificated form by Cede & Co., as nominee for DTC, which will establish accounts in its electronic system for participating brokerage firms. Investors who purchase these securities will be reflected within the DTC system, but will not appear on our official share register. Therefore holders of ordinary shares in street name through participating DTC brokerage firms will not be directly entitled to the rights conferred on our shareholders by our Articles of Association (or the Articles), or the rights conferred on shareholders of a Jersey company under the Jersey Companies Law, including rights related to voting and payments of dividends. Rather, holders of ordinary shares in street name through participating DTC brokerage firms must look to DTC as the shareholder of record. DTC, in turn, is expected to distribute to participating DTC brokerage firms dividend payments that we have remitted to DTC in a single lump sum, and to authorize participating DTC brokerage firms to coordinate voting matters. There is no contract or other agreement between us and DTC that requires DTC to perform any action with respect to investors reflected within the DTC system; however, investors may have rights enforceable against DTC (but not us) through their contractual relationship with participating DTC brokerage firms.

***Investors who purchase beneficial interests in the DTC system in shares sold upon exercise of warrants must look solely to their brokerage firm, and in turn, DTC, for the payment of dividends, the exercise of voting rights and all other rights associated with our ordinary shares.***

Investors who wish to hold their shares directly in certificated form, rather than indirectly through DTC's electronic system, may request through their broker, who in turn will coordinate with Continental Stock Transfer & Trust Company, as our share registrar (transfer agent) that they be issued a share certificate. This may require payment of administrative fees and additional requirements by individual brokers in order to process trades of ordinary shares represented by share certificates through NASDAQ. Please see Our Securities and Trading in the United States.

**Authorized and Issued Share Capital**

We are a no par value company, meaning that our shares do not have any nominal or par value. Our constitutional documents permit us to issue an unlimited number of shares.

The issued share capital of our company as of December 5, 2014 was 16,383,343 fully paid ordinary shares of nil par value.

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**Warrants Sold in Initial Public Offering**

The material terms and provisions of the warrants sold in our initial public offering are summarized below. For purposes of this description, we refer to these warrants as our IPO warrants. The following description is subject to, and qualified in its entirety by, the form of ordinary share purchase warrant, which is filed as an exhibit to our registration statement on Form S-1 filed with the SEC on April 23, 2014, and incorporated by reference into the registration statement of which this prospectus is a part. You should review a copy of the form of ordinary share purchase warrant for a complete descrip