

Quotient Ltd
Form 424B3
November 21, 2017
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-221470

Prospectus

16,829,366 Ordinary Shares and

8,414,683 Warrants

of

QUOTIENT LIMITED

This prospectus relates to: (i) the disposition from time to time of up to 16,829,366 ordinary shares of nil par value per share (the ordinary shares or shares), 7,864,683 of which (the new ordinary shares) are owned by the selling security holders named on page 8 of this prospectus on the date hereof, 8,414,683 of which (the new warrant shares) are issuable upon exercise of warrants to purchase our ordinary shares at an exercise price of \$5.80 per share (the new warrants) owned by the selling security holders on the date hereof, and 550,000 of which (the pre-funded warrant shares and, together with the new warrant shares, the warrant shares) are issuable upon exercise of pre-funded warrants to purchase our ordinary shares at an exercise price of \$0.01 per share (the pre-funded warrants and, together with the new warrants, the warrants) owned by the selling security holders on the date hereof, (ii) the disposition from time to time of up to 8,414,683 new warrants owned by the selling security holders on the date hereof, and (iii) the initial issuance of the new warrant shares upon the exercise of the new warrants acquired from the selling security holders pursuant to this prospectus. See Selling Security Holders. We refer to the new ordinary shares, warrant shares and new warrants, when taken together, as the securities.

The 7,864,683 new ordinary shares, 8,414,683 new warrants and 550,000 pre-funded warrants were issued to the selling security holders in connection with a private placement. This prospectus does not necessarily mean that the selling security holders will offer or sell the securities. We cannot predict when or in what amounts the selling security holders may sell any of the securities offered by this prospectus. The prices at which the selling security holders may sell the securities will be determined by the prevailing market price for the securities or in negotiated transactions. We are filing the registration statement of which this prospectus is a part pursuant to contractual obligations that exist with the selling security holders.

We will not receive any proceeds from the sale or other disposition of securities covered by this prospectus by the selling security holders. We will, however, receive the proceeds of any exercises of the warrants, which, if received, would be used by us for working capital, operating expenses and general corporate purposes. We will not be paying any underwriting discounts or commissions in this offering. The selling security holders will bear all commissions and discounts, if any, attributable to the sale or other disposition of the securities. We will bear all costs, expenses and fees in connection with the registration of the securities other than certain fees and disbursements of legal counsel to the selling security holders. See Selling Security Holders and Plan of Distribution.

Our ordinary shares are listed on The NASDAQ Global Market under the symbol QTNT. On November 20, 2017, the closing sale price of our ordinary shares on The NASDAQ Global Market was \$4.22 per share.

There is no established public trading market for the new warrants and we do not expect a market to develop. Without an active trading market, we expect the liquidity of the new warrants will be limited.

The selling security holders identified in this prospectus from time to time may offer and resell the securities 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 security holders reserves the sole right to accept or reject, in whole or in part, any proposed purchase of any of the securities 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 of our securities, you should carefully read the discussion of material risks of investing in our securities. Please see the section entitled Risk Factors beginning on page 4 of this prospectus, as well as the sections entitled Risk Factors beginning on page 15 of our Annual Report on Form 10-K for the year ended March 31, 2017 and any subsequently filed Quarterly Reports on Form 10-Q, which reports are incorporated by reference in 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 November 21, 2017.

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This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (the SEC) pursuant to which the selling security holders named herein may, from time to time, offer and sell or otherwise dispose of the securities covered by this prospectus. Neither we nor the selling security holders 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 security holders take any responsibility for, nor can provide any assurance as to the reliability of, any other information that others may give you. Neither the selling security holders nor we 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 either to the registration statement of which this prospectus is a part or any document incorporated by reference herein 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.

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.

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 2017 refer to the twelve months ended March 31, 2017. 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 securities. 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 a commercial-stage diagnostics company committed to reducing healthcare costs and improving patient care through the provision of innovative tests within established markets. Our initial focus is on blood grouping and donor disease screening, which is 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. Disease screening involves the screening of donor blood for unwanted pathogens using two different methods, a serological approach (testing for specific antigens or antibodies) and a molecular approach (testing for DNA or RNA).

We have over 30 years of experience developing, manufacturing and commercializing 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. MosaiQ will initially comprise two separate microarrays, one for blood grouping and one for serological disease screening, and a high-throughput instrument. We are also developing a third microarray for molecular disease screening. We believe MosaiQ has the potential to transform transfusion diagnostics, significantly reducing the cost of blood grouping in the donor and patient testing environments, while improving patient outcomes.

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

We are developing additional conventional reagent products for our OEM customers and for sale directly in the United States under the Quotient brand.

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 28 Esplanade, St Helier, JE2 3QA, 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 B1, Business Park Terre Bonne, Route de Crassier 13, 1262 Eysins, Switzerland, and our telephone number is 011-41-22-716-9800. Our website address is 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 Security Holders: Up to 16,829,366 ordinary shares, 7,864,683 of which are owned by the selling security holders on the date hereof, 8,414,683 of which are issuable upon exercise of new warrants owned by the selling security holders on the date hereof, and 550,000 of which are issuable upon exercise of pre-funded warrants owned by the selling security holders on the date hereof;

Up to 8,414,683 new warrants owned by the selling security holders on the date hereof; and

The initial issuance of new warrant shares upon the exercise of the new warrants acquired from the selling security holders pursuant to this prospectus.

Ordinary Shares⁽¹⁾:

Number of ordinary shares outstanding before this offering: 45,559,214

Number of ordinary shares to be outstanding after this offering: 54,523,897, assuming all warrants are exercised by the selling security holders. There is no assurance that the holders of warrants will elect to exercise any or all of the warrants.

New Warrants:

Number of new warrants outstanding before this offering⁽¹⁾: 8,414,683

Number of new warrants to be outstanding after this offering: 8,414,683, assuming no new warrants are exercised by the selling security holders.

Use of Proceeds: We will not receive any proceeds from the sale or other disposition of the securities covered by this prospectus by the selling security holders. We will, however, receive the proceeds of any exercises of the 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 symbol QTNT.

There is no established trading market for the new warrants and we do not expect a market to develop. In addition, we do not intend to apply for the listing of the new warrants on any national securities exchange or other trading market. Without an active trading market, we expect the liquidity of the new warrants will be limited.

⁽¹⁾ As of October 30, 2017.

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Risk Factors:

Investing in our securities involves a high degree of risk. Before buying any of our securities, you should carefully read the discussion of material risks of investing in our securities. Please see the section entitled "Risk Factors" beginning on page 4 of this prospectus, as well as the sections entitled "Risk Factors" beginning on page 15 of our Annual Report on Form 10-K for the year ended March 31, 2017 and any subsequently filed Quarterly Reports on Form 10-Q, which reports are incorporated by reference in this prospectus.

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RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully consider the risk factors described below as well as those described in the sections Risk Factors contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2017 and any subsequently filed Quarterly Reports on Form 10-Q, which reports are incorporated by reference in this prospectus 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 securities. 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.

Risks Related to the New Warrants

There is no public market for the new warrants.

There is no established public trading market for the new warrants, and we do not expect a market to develop. In addition, we do not intend to apply for the listing of the new warrants on any national securities exchange or other trading market. Without an active market, we expect the liquidity of the new warrants will be limited.

Holders of our new warrants will generally not have rights as an ordinary shareholder until such holders exercise their new warrants and acquire our ordinary shares.

Except as set forth in the new warrants, until holders of new warrants acquire our ordinary shares upon exercise of the new warrants, holders of new warrants will generally not have rights with respect to the ordinary shares underlying such new warrants. Upon exercise of the new warrants, the holders thereof will be entitled to exercise the rights of an ordinary shareholder only as to matters for which the record date occurs on or after the exercise date.

Due to the speculative nature of new warrants, there is no guarantee that it will ever be profitable for purchasers of the new warrants to exercise their new warrants.

Purchasers of the new warrants may exercise their right to acquire the ordinary shares underlying their new warrants at any time after their date of issuance by paying an exercise price of \$5.80 per share, subject to adjustment in accordance with the terms of the new warrants, prior to their expiration on July 31, 2018, after which date any unexercised new warrants will expire and have no further value. There can be no assurance that the market price of our ordinary shares will ever equal or exceed the exercise price of the new warrants, and, consequently, whether it will ever be profitable for investors to exercise their new warrants.

Significant holders of our ordinary shares may not be permitted to exercise new warrants that they hold.

Subject to certain exceptions, a holder of new warrants will not have the right to exercise any portion of the new warrants 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. As a result, significant holders of our ordinary shares may not be able to exercise their new warrants for ordinary shares at a time when it would be financially beneficial for them to do so. In such circumstance, significant holders of our ordinary shares could seek to sell their new warrants to realize value, but they may be unable to do so.

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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;

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 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 litigation;

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

our anticipated cash needs and our expected sources of funding, including the achievement of product development milestones and proceeds from exercises of our outstanding warrants, and our estimates regarding our capital requirements and capital expenditures; 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 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.

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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, 2017 and any subsequently filed Quarterly Reports on Form 10-Q, 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 either the registration statement of which this prospectus is a part or any document incorporated by reference herein, 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

We will not receive any proceeds from the sale or other disposition of the securities covered by this prospectus by the selling security holders. We will, however, receive the proceeds of any exercises of warrants which, if received, would be used by us for working capital, operating expenses and general corporate purposes.

We will not be paying any underwriting discounts or commissions in this offering. The selling security holders will bear all commissions and discounts, if any, attributable to the sale or other disposition of the securities. We will bear all costs, expenses and fees in connection with the registration of the securities other than certain fees and disbursements of legal counsel to the selling security holders.

The exercise price of the new warrants held by the selling security holders is \$5.80 per ordinary share. The exercise price of the pre-funded warrants held by the selling security holders is \$0.01 per ordinary share. There can be no assurance the warrants will be exercised by the selling security holders or at all.

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SELLING SECURITY HOLDERS

The ordinary shares and new warrants being offered by the selling security holders are those previously issued to the selling security holders and the ordinary shares issuable to the selling security holders upon exercise of the warrants, which we refer to as the warrant shares. The pre-funded warrants issued to certain of the selling security holders are not being offered by the selling security holders pursuant to this prospectus. For additional information regarding the issuances of ordinary shares and warrants, which we refer to as the private placement, see our Current Report on Form 8-K filed on October 25, 2017 (which we refer to as the Private Placement 8-K), which is incorporated by reference herein.

We are registering the ordinary shares and new warrants in order to permit the selling security holders and their donees, pledgees, transferees or other successors-in-interest that receive their ordinary shares and new warrants after the date of this prospectus to offer the ordinary shares and new warrants, as well as any ordinary shares that we may issue or may be issuable by reason of any share split, share dividend or similar transaction involving the ordinary shares or new warrants, for resale from time to time in the manner contemplated under Plan of Distribution. Except for the ownership of the ordinary shares and the new warrants, or as otherwise set forth in the table and related footnotes below, the selling security holders have not had any material relationship with us within the past three years.

As noted above, we are registering both the new warrants and the underlying warrant shares issuable upon exercise of the warrants beneficially owned by the selling security holders. Accordingly, a selling security holder may either sell new warrants pursuant to this prospectus, in which case it would not sell the new warrant shares issuable upon exercise of such new warrants, or new warrant shares pursuant to this prospectus following the exercise of its new warrants, in which case it would not sell the new warrants that were exercised.

The table below lists the selling security holders and other information regarding the beneficial ownership of the ordinary shares and new warrants by each of the selling security holders based in part on information provided to us by the selling security holders.

The second and third columns list the number and percentage of ordinary shares beneficially owned by each selling security holder, based on its ownership of our ordinary shares and warrants, as of October 30, 2017, assuming full exercise of the warrants held by the selling security holders on that date, subject to any limitations on exercise set forth in the warrants. The fourth column lists the maximum number of ordinary shares being offered by this prospectus by the selling security holders. The sixth column lists the number of new warrants beneficially owned by each selling security holder as of October 30, 2017, assuming no exercise of the new warrants held by the selling security holders on that date. The seventh column lists the maximum number of new warrants being offered by this prospectus by the selling security holders.

In accordance with the terms of the registration rights agreement with the holders of the ordinary shares and the warrants that we entered into in connection with the private placement, this prospectus generally covers the resale of that number of ordinary shares and new warrants equal to the number of new ordinary shares and new warrants held by such holders and the number of warrant shares issuable upon exercise of the warrants held by such holders in the private placement described in our Current Report on Form 8-K filed on October 25, 2017, determined as if the outstanding warrants were exercised, as applicable, in full, in each case, as of the trading day immediately preceding the date the registration statement of which this prospectus forms a part was initially filed with the SEC. For purposes of showing the percentage of ordinary shares owned by the selling security holders after this offering, the fifth column assumes the full exercise of all the warrants held by the selling security holders and the sale of all of the ordinary shares offered by the selling security holders pursuant to this prospectus. Furthermore, the selling security holders will hold no new warrants upon completion of this offering, assuming the sale of all new warrants offered by this

prospectus. However, because the selling security holders may sell all or some of their shares or new warrants under this prospectus from time to time, or in another permitted manner, we cannot assure you as to the actual number of shares or new warrants that will be sold by

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the selling security holders or that will be held by the selling security holders after completion of any sales. We do not know how long the selling security holders will hold the shares or new warrants before selling them.

Information concerning the selling security holders may change from time to time and changed information will be presented in a supplement to this prospectus if and when necessary and required.

Selling Security Holder	Ordinary Shares		New Warrants			
	Beneficial Ownership Prior to Offering	Percentage of Class Owned Prior to Offering	Maximum Number to be Sold Pursuant to this Prospectus	Percentage of Class Owned After Offering	Beneficial Ownership Prior to Offering	Maximum Number to be Sold Pursuant to this Prospectus
Perceptive Life Sciences Master Fund, Ltd. ⁽¹⁾⁽¹⁵⁾	8,339,054	17.42%	4,612,068	7.79%	2,306,034	2,306,034
Highbridge Capital Management, LLC ⁽²⁾	4,657,994	9.73%	4,612,066	*	2,306,033	2,306,033
Polar Capital LLP ⁽³⁾⁽¹⁵⁾	4,554,037	9.99%	3,448,274	2.31%	1,724,137	1,724,137
Cormorant Asset Management, LLC ⁽⁴⁾⁽¹⁵⁾	4,557,194	9.99%	2,025,860	5.44%	1,012,930	1,012,930
Sio Capital Management LLC ⁽⁵⁾	1,670,300	3.62%	1,077,582	1.29%	538,791	538,791
Galen Partners ⁽⁶⁾⁽¹⁵⁾	7,329,074	15.94%	839,456	14.11%	419,728	419,728
Christopher Lindop ⁽⁷⁾⁽¹⁵⁾	154,930	*	104,930	*	52,465	52,465
Paul Cowan ⁽⁸⁾⁽¹⁵⁾	3,496,565	7.63%	62,958	7.49%	31,479	31,479
Brian McDonough ⁽⁹⁾⁽¹⁵⁾	109,071	*	20,986	*	10,493	10,493
Frederick Hallsworth ⁽¹⁰⁾⁽¹⁵⁾	87,568	*	10,494	*	5,247	5,247
Jeremy Stackawitz ⁽¹¹⁾⁽¹⁵⁾	213,606	*	4,198	*	2,099	2,099
Tom Bologna ⁽¹²⁾⁽¹⁵⁾	160,683	*	4,198	*	2,099	2,099
Sarah O Connó ⁽¹³⁾⁽¹⁵⁾	41,000	*	4,198	*	2,099	2,099
Heino von Prondzynski ⁽¹⁴⁾⁽¹⁵⁾	68,055	*	2,098	*	1,049	1,049
Total	35,439,131	64.44%	16,829,366	33.84%	8,414,683	8,414,683

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

1. Perceptive Advisors, LLC ("Perceptive") is the investment advisor of Perceptive Life Sciences Master Fund Ltd. ("Perceptive Life Sciences"). Joseph E. Edelman, as the General Partner of Perceptive, has voting and investment power over all of the ordinary shares and new warrants held by Perceptive Life Sciences. Ordinary shares being offered include (i) 2,306,034 ordinary shares, and (ii) 2,306,034 ordinary shares issuable upon exercise of new warrants. The business address of Perceptive is 51 Astor Place, New York, NY 10003.

2.

Highbridge Capital Management, LLC (HCM) is the trading manager to 1992 Tactical Credit Master Fund, L.P. (1992 TCMF) and 1992 MSF International Ltd. (1992 MSF), and may be deemed to be the beneficial owner of the ordinary shares and new warrants held by 1992 TCMF and 1992 MSF. Ordinary shares being offered include (i) 1,573,275 ordinary shares held by 1992 MSF, (ii) 732,758 ordinary shares held by 1992 TCMF, (iii) 1,573,275 ordinary shares issuable upon exercise of new warrants held by 1992 MSF, and (iv) 732,758 ordinary shares issuable upon exercise of new warrants held by 1992 TCMF. New warrants being offered include (i) 1,573,275 new warrants held by 1992 MSF, and (ii) 732,758 new warrants held by 1992 TCMF. Ordinary shares beneficially owned include (i) the ordinary shares and ordinary shares issuable upon exercise of new warrants described above, (ii) 20,660 ordinary shares held by 1992 MSF, and

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- (iii) 25,268 ordinary shares held by 1992 TCFM. Each of 1992 TCMF and 1992 MSF disclaim any beneficial ownership of the ordinary shares and new warrants. The business address of HCM is 40 West 57th Street, 32nd Floor., New York, NY 10019.
3. Polar Capital LLP is the investment manager of Polar Capital Global Healthcare Trust plc, Polar Capital Funds plc Biotechnology Fund, and Polar Capital Funds plc Healthcare Opportunities Fund. Ordinary shares and new warrants are held of record by the Northern Trust Company on behalf of Polar Capital Funds plc Healthcare Opportunities Fund and Polar Capital Funds plc Biotechnology Fund, and by HSBC Bank USA NA on behalf of Polar Capital Global Healthcare Trust plc. Daniel Mahony, Gareth Powell and David Pinniger are the partners of Polar Capital LLP and have investment control over the shares held by Polar Capital Global Healthcare Trust plc, Polar Capital Funds plc Biotechnology Fund and Polar Capital Funds plc Healthcare Opportunities Fund. Ordinary shares being offered include (i) 257,136 ordinary shares held by Polar Capital Global Healthcare Trust plc, (ii) 146,767 ordinary shares held by Polar Capital Funds plc Biotechnology Fund, (iii) 770,234 ordinary shares held by Polar Capital Funds plc Healthcare Opportunities Fund, (iv) 377,586 ordinary shares issuable upon exercise of new warrants held by Polar Capital Global Healthcare Trust plc, (v) 215,517 ordinary shares issuable upon exercise of new warrants held by Polar Capital Funds plc Biotechnology Fund, (vi) 1,131,034 ordinary shares issuable upon exercise of new warrants held by Polar Capital Funds plc Healthcare Opportunities Fund, (vii) 120,450 ordinary shares issuable upon exercise of pre-funded warrants held by Polar Capital Global Healthcare Trust plc, (viii) 68,750 ordinary shares issuable upon exercise of pre-funded warrants held by Polar Capital Funds plc Biotechnology Fund, and (ix) 360,800 ordinary shares issuable upon exercise of pre-funded warrants held by Polar Capital Funds plc Healthcare Opportunities Fund. New warrants being offered include (i) 377,586 new warrants held by Polar Capital Global Healthcare Trust plc, (ii) 215,517 new warrants held by Polar Capital Funds plc Biotechnology Fund, and (iii) 1,131,034 new warrants held by Polar Capital Funds plc Healthcare Opportunities Fund. Beneficial ownership is calculated by excluding 2,247,394 ordinary shares that are issuable upon exercise of the warrants, but may not be exercised as of November 9, 2017 due to certain provisions in the warrants which limit the exercisability of the warrants if, after giving effect to such exercise, the holder's beneficial ownership of ordinary shares would exceed 9.99% (the blocker provision). The maximum number of ordinary shares to be sold pursuant to this offering is determined without giving effect to the blocker provision. Ordinary shares beneficially owned include (i) the ordinary shares and ordinary shares issuable upon exercise of warrants described above, excluding 2,247,394 ordinary shares that are not currently exercisable due to the blocker provision, (ii) 390,373 ordinary shares held by Polar Capital Global Healthcare Trust plc, (iii) 400,000 ordinary shares held by Polar Capital Funds plc Biotechnology Fund, and (iv) 2,562,784 ordinary shares held by Polar Capital Funds plc Healthcare Opportunities Fund. The business address of Polar Capital LLP is 16 Palace Street, London SW1E 5JD.
4. The sole general partner of Cormorant Global Healthcare Master Fund, LP (Global Healthcare Master Fund) is Cormorant Global Healthcare GP, LLC (Cormorant Global GP), and the sole investment manager of CRMA SPV, L.P. (CRMA), is Cormorant Asset Management, LLC (Cormorant Asset Management). Bihua Chen is the sole managing member of Cormorant Global GP and Cormorant Asset Management, and may be deemed to have sole voting and investment power of the securities held by Global Healthcare Master Fund and CRMA. Ordinary shares being offered include (i) 168,956 ordinary shares held by CRMA, (ii) 843,974 ordinary shares held by Global Healthcare Master Fund, (iii) 168,956 ordinary shares issuable upon exercise of new warrants held by CRMA, and (iv) 843,974 ordinary shares issuable upon exercise of new warrants held by Global Healthcare Master Fund. New warrants being offered include (i) 168,956 new warrants held by CRMA, and (ii) 843,974 new warrants held by Global Healthcare Master Fund. Beneficial ownership is calculated by excluding 954,587 ordinary shares that are issuable upon exercise of the warrants, but may not be exercised as of November 9, 2017 due to the blocker provision. The maximum number of ordinary shares to be sold pursuant to this offering is determined without giving effect to the blocker provision. Ordinary shares beneficially owned include (i) the ordinary shares and ordinary shares issuable upon exercise of warrants described above, excluding 954,587 ordinary shares that are not currently exercisable due to the blocker provision, (ii) 586,186 ordinary shares held

by CRMA, and (iii) 2,899,735 ordinary shares held by Global Healthcare Master Fund. Bihua Chen disclaims beneficial

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- ownership of such securities except to the extent of her pecuniary interest therein. The business address of Cormorant Global GP and Cormorant Asset Management is 200 Clarendon Street, 52nd Floor, Boston, MA 02116.
5. Sio Capital Management LLC (Sio Capital Management) is the Investment Manager of Sio Partners LP (Sio Partners), Sio Partners Master Fund LP (Sio Partners Master Fund), Compass MAV LLC (Compass MAV), and Compass Offshore MAV Ltd. (Compass Offshore). Sio GP LLC (Sio GP) is the General Partner of Sio Partners and Sio Partners Master Fund. Michael Castor is the Managing Member of Sio Capital Management and Sio GP. Ordinary shares being offered include (i) 162,106 ordinary shares held by Sio Partners, (ii) 118,879 ordinary shares held by Sio Partners Master Fund, (iii) 169,326 ordinary shares held by Compass MAV, (iv) 88,480 ordinary shares held by Compass Offshore, (v) 162,106 ordinary shares issuable upon exercise of new warrants held by Sio Partners, (vi) 118,879 ordinary shares issuable upon exercise of new warrants held by Sio Partners Master Fund, (vii) 169,326 ordinary shares issuable upon exercise of new warrants held by Compass MAV, and (viii) 88,480 ordinary shares issuable upon exercise of new warrants held by Compass Offshore. New warrants being offered include (i) 162,106 new warrants held by Sio Partners, (ii) 118,879 new warrants held by Sio Partners Master Fund, (iii) 169,326 new warrants held by Compass MAV, and (iv) 88,480 new warrants held by Compass Offshore. Ordinary shares beneficially owned include (i) the ordinary shares and ordinary shares issuable upon exercise of new warrants described above, (ii) 178,331 ordinary shares held by Sio Partners, (ii) 130,777 ordinary shares held by Sio Partners Master Fund, (iii) 186,273 ordinary shares held by Compass MAV, and (iv) 97,337 ordinary shares held by Compass Offshore. Pursuant to Rule 13d-4 under the Exchange Act, each of Sio Capital Management LLC, Sio GP LLC and Michael Castor disclaims beneficial ownership over the securities held of record by the funds. The business address of the shareholders is Sio Capital Management, LLC, 535 Fifth Avenue, Suite 910, New York, NY 10017.
 6. John Wilkerson, David Jahns, and Zubeen Shroff exercise voting, investment and dispositive rights over securities held of record by Galen Partners International V, L.P. (Galen International), Galen Partners V, L.P. (Galen Partners V) and Galen Management, LLC (Galen Management) and, collectively, Galen Partners). Ordinary shares being offered include (i) 33,033 ordinary shares held by Galen International, (ii) 386,695 ordinary shares held by Galen Partners V, (iii) 33,033 ordinary shares issuable upon exercise of new warrants held by Galen International, and (iv) 386,695 ordinary shares issuable upon exercise of new warrants held by Galen Partners V. New warrants being offered include (i) 33,033 new warrants held by Galen International, and (ii) 386,695 new warrants held by Galen Partners V. Ordinary shares beneficially owned include (i) the ordinary shares and ordinary shares issuable upon exercise of new warrants described above, (ii) 498,714 ordinary shares held by Galen International, (iii) 5,840,200 ordinary shares held by Galen Partners V, and (iv) 150,704 ordinary shares held by Galen Management, LLC. The business address of Galen Partners is 680 Washington Blvd., Stamford, CT 06901.
 7. Mr. Lindop is the Chief Financial Officer of our company. Ordinary shares being offered include (i) 52,465 ordinary shares held by Mr. Lindop, and (ii) 52,465 ordinary shares issuable upon exercise of new warrants held by Mr. Lindop.
 8. Mr. Cowan is the Chief Executive Officer and Chairman of the Board of Directors of our company. Ordinary shares being offered include (i) 31,479 ordinary shares held by Mr. Cowan, and (ii) 31,479 ordinary shares issuable upon exercise of new warrants held by Mr. Cowan. Ordinary shares beneficially owned include 58,145 ordinary shares and 248,432 options held of record by Mr. Cowan and 3,158,509 ordinary shares beneficially owned by Mr. Cowan's spouse, Deidre Cowan, who exercises sole voting and dispositive power over 3,158,509 ordinary shares held of record by Quotient Biodiagnostics Group Limited.
 9. Mr. McDonough is a director of our company. Ordinary shares being offered include (i) 10,493 ordinary shares held by Mr. McDonough, and (ii) 10,493 ordinary shares issuable upon exercise of new warrants held by Mr. McDonough.
 10. Mr. Hallsworth is a director of our company. Ordinary shares being offered include (i) 5,247 ordinary shares held by Mr. Hallsworth, and (ii) 5,247 ordinary shares issuable upon exercise of new warrants held by Mr. Hallsworth.

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11. Mr. Stackawitz is President of our company. Ordinary shares being offered include (i) 2,099 ordinary shares held by Mr. Stackawitz, and (ii) 2,099 ordinary shares issuable upon exercise of new warrants held by Mr. Stackawitz.
12. Mr. Bologna is a director of our company. Ordinary shares being offered include (i) 2,099 ordinary shares held by Mr. Bologna, and (ii) 2,099 ordinary shares issuable upon exercise of new warrants held by Mr. Bologna.
13. Ms. O Connor is a director of our company. Ordinary shares being offered include (i) 2,099 ordinary shares held by Ms. O Connor, and (ii) 2,099 ordinary shares issuable upon exercise of new warrants held by Ms. O Connor.
14. Mr. von Prondzynski is a director of our company. Ordinary shares being offered include (i) 1,049 ordinary shares held by Mr. von Prondzynski, and (ii) 1,049 ordinary shares issuable upon exercise of new warrants held by Mr. von Prondzynski.
15. In connection with the private placement, we entered into subscription agreements with the subscribers in the private placement. Pursuant to these subscription agreements, we engaged in the following transactions with our executive officers, directors and 5% shareholders, or their immediate family members:
 - a. We issued the securities described in footnote 1 to Perceptive Life Sciences for an aggregate purchase price of \$10,988,252.01;
 - b. We issued the securities described in footnote 3 to Polar Capital Global Healthcare Trust plc, Polar Capital Funds plc Biotechnology Fund and Polar Capital Funds plc Healthcare Opportunities Fund for an aggregate purchase price of \$8,278,762.81;
 - c. We issued the securities described in footnote 4 to Global Healthcare Master Fund and CRMA for an aggregate purchase price of \$4,826,611.45;
 - d. We issued the securities described in footnote 6 to Galen International and Galen Partners V for an aggregate purchase price of \$2,000,003.92;
 - e. We issued the securities described in footnote 7 to Mr. Lindop for an aggregate purchase price of \$249,995.73;
 - f. We issued the securities described in footnote 8 to Mr. Cowan for an aggregate purchase price of \$149,997.44;
 - g. We issued the securities described in footnote 9 to Mr. McDonough for an aggregate purchase price of \$49,999.15;
 - h. We issued the securities described in footnote 10 to Mr. Hallsworth for an aggregate purchase price of \$25,001.96;
 - i.

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We issued the securities described in footnote 11 to Mr. Stackawitz for an aggregate purchase price of \$10,001.74;

- j. We issued the securities described in footnote 12 to Mr. Bologna for an aggregate purchase price of \$10,001.74;
- k. We issued the securities described in footnote 13 to Ms. O Connor for an aggregate purchase price of \$10,001.74; and
- l. We issued the securities described in footnote 14 to Mr. von Prondzynski for an aggregate purchase price of \$4,998.49.

Pursuant to the subscription agreements, we agreed to reimburse the subscribers (other than our directors, officers and Galen International and Galen Partners V) for reasonable documented out-of-pocket fees of their legal counsel, up to a maximum of \$200,000 in the aggregate for such subscribers, and we agreed to reimburse Galen Partners for reasonable documented out-of-pocket fees of its legal counsel, up to a maximum of \$20,000 in the aggregate. In addition, in connection with the private placement, we also entered into a registration rights agreement with the subscribers. For more information, see the Private Placement 8-K, which is incorporated by reference herein.

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For additional information regarding certain related party transactions involving our officers, directors and other related parties, see the section Relationships and Related Party Transactions in our definitive proxy statement, filed July 26, 2017, which is incorporated herein by reference.

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DESCRIPTION OF OUR 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) 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, 28 Esplanade, St Helier, JE2 3QA, Jersey, Channel Islands, its principal executive office is at B1, Business Park Terre Bonne, Route de Crassier 13, 1262 Eysins, Switzerland.

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 October 30, 2017 was 45,559,214 fully paid ordinary shares of nil par value and 666,665 fully paid 7% cumulative redeemable preference shares of nil par value.

7% Cumulative Redeemable Preference Shares

On January 30, 2015, we issued in a private placement 666,665 7% cumulative redeemable preference shares, which we refer to below as the preference shares , at a price of \$22.50 per share, for an aggregate subscription price of approximately \$15 million. The material terms and provisions of the preference shares, as set forth in the Statement of Rights in relation to Preference Shares in the capital of the Company the (Statement of Rights) are summarized below. The following description is subject to, and qualified in its entirety by, the Statement of Rights, which is filed as an exhibit to our Current Report on Form 8-K filed with the SEC on January 30, 2015. You should review a copy of the Statement of Rights for a complete description of the terms and conditions applicable to the preference shares.

Each preference share has a right to a cumulative preferential dividend of 7% per annum of the subscription price paid for that preference share on and from the date of issue of such preference share to (but excluding) the date of redemption of such preference share (the Preferential Dividend). The Preferential Dividend accrues quarterly and is payable in connection with the redemption of the preference shares. We have the right (but are under no obligation) to make payments from time to time of some or all of the then accrued but unpaid Preferential Dividend balance, and will not declare or pay dividends or make any other distributions of income or profits to the holders of our ordinary shares for so long as any accrued Preferential Dividend remains accrued but unpaid.

The holders of the preference shares have the right to require us to redeem the preference shares after four years (the Holder Redemption Trigger Date), subject to our right to extend the Holder Redemption Trigger Date in one year increments up to a maximum of ten years from the issue date. We have the right to redeem all or some of the preference shares at any time. The preference shares are subject to automatic redemption upon a Change of Control of our company as defined in the Statement of Rights. On the redemption of the preference shares, we will first pay the amount of the accrued Preferential Dividend and then the redemption price per preference share, which is equal to the subscription price paid therefor.

On a winding-up or liquidation of our company, the preference shares will rank pari passu with our ordinary shares with respect to the repayment of amounts paid up thereon. Immediately prior to a winding-up or

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liquidation of our company, all accrued and unpaid Preferential Dividends in respect of the preference shares will be capitalized into new preference shares on the basis of one new preference share for each whole \$22.50 of Preferential Dividend accrued.

The holders of the preference shares are subject to certain transfer restrictions and also have certain other rights described in the Statement of Rights.

Warrants Sold in the Private Placement

On October 26, 2017, October 27, 2017 and October 30, 2017, we issued a total of 8,964,683 warrants, which includes (i) 8,414,683 new warrants, at a purchase price of \$0.125 per underlying new warrant share, exercisable for up to 8,414,683 new warrant shares at an exercise price of \$5.80 per share, and (ii) 550,000 pre-funded warrants, at a purchase price of \$4.755 per underlying pre-funded warrant share, exercisable for up to 550,000 pre-funded warrant shares at an exercise price of \$0.01 per ordinary share. The material terms and provisions of the new warrants and pre-funded warrants sold in this private placement are summarized below. The following description is subject to, and qualified in its entirety by, the forms of new warrant and pre-funded warrant, which are filed as exhibits to the Private Placement 8-K, which is incorporated by reference into this prospectus. You should review copies of the forms of new warrant and pre-funded warrant for a complete description of the terms and conditions applicable to the warrants.