

Quotient Ltd
Form SC 13G/A
February 14, 2019
**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
2)*

Quotient Limited
(Name of Issuer)

Ordinary Shares,
nil par value
(Title of Class of
Securities)

G73268107
(CUSIP Number)

December 31,
2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

.. Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

(Page 1 of 8
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1

Highbridge Capital
Management, LLC
CHECK

2

3

4

State of Delaware

5

6

3,003,433
Ordinary
Shares
SOLE
DISPOSITIVE
7 POWER

7

8

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

PERSON

3,003,433 Ordinary
Shares

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

4.63%

TYPE OF

REPORTING

PERSON

IA, OO

1

1992 MSF
International Ltd.
CHECK
THE

2

APPROPRIATE
BOX IF A
MEMBER (b) "
OF A
GROUP

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

Cayman Islands,
British West Indies

5 SOLE
VOTING
POWER

0
SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6

1,119,235
Ordinary
Shares
SOLE
DISPOSITIVE
POWER

7

0
SHARED
DISPOSITIVE
POWER

8

1,119,235
Ordinary
Shares

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH

REPORTING
PERSON

1,119,235 Ordinary
Shares

CHECK BOX
IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

1.73%

TYPE OF

REPORTING

PERSON

OO

Item 1(a). NAME OF ISSUER:

The name of the issuer is Quotient Limited (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at B1, Business Park Terre Bonne, Route de Crassier 13, 1262 Eysins, Switzerland.

Item 2(a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

Highbridge Capital Management, LLC

40 West 57th Street, 32nd Floor

(i)
New York, New York 10019

Citizenship: State of Delaware

1992 MSF International Ltd.

c/o Highbridge Capital Management, LLC

(ii) 40 West 57th Street, 32nd Floor

New York, New York 10019

Citizenship: Cayman Islands

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Shares, nil par value (the "Ordinary Shares").

Item 2(e). CUSIP NUMBER:

G73268107

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act,
- (b) "Bank as defined in Section 3(a)(6) of the Act,
- (c) "Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) "Investment Company registered under Section 8 of the Investment Company Act of 1940,

- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) "Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S.
institution in accordance with
Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP.

- (a) Amount beneficially owned:

As of December 31, 2018, (i) 1992 MSF International Ltd. may be deemed to beneficially own 1,119,235 Ordinary Shares and (ii) Highbridge Capital Management, LLC, as the trading manager of 1992 MSF International Ltd., 1992 Tactical Credit Master Fund, L.P. and Highbridge SCF Special Situations SPV, L.P. (collectively, the "Highbridge Funds"), may be deemed to be the beneficial owner of 3,003,433 Ordinary Shares held by the Highbridge Funds.

- (b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 64,844,888 Ordinary Shares outstanding as of November 5, 2018, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(5), filed with the Securities and Exchange Commission on December 7, 2018; and on the Company's

Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 11, 2018, after giving effect to the completion of the offering and the full exercise of the underwriters' over-allotment option, as described therein. Therefore, as of December 31, 2018, (i) 1992 MSF International Ltd. may be deemed to beneficially own approximately 1.73% of the outstanding Ordinary Shares and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 4.63% of the outstanding Ordinary Shares.

CUSIP No. G73268107 13G/A Page 6 of 8 Pages

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the Ordinary Shares held by the Highbridge Funds.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct
the disposition of

See Item 4(a)

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ý

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 4.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. G73268107 13G/A Page 8 of 8 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2019

HIGHBRIDGE CAPITAL MANAGEMENT,
LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

1992 MSF INTERNATIONAL LTD.

Highbridge Capital Management, LLC
By:
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director