
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 26, 2018 (March 21, 2018)

QUOTIENT LIMITED

(Exact name of registrant as specified in its charter)

Jersey, Channel Islands
(State or Other Jurisdiction
of Incorporation)

001-36415
(Commission
File Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**B1, Business Park Terre Bonne,
Route de Crassier 13,
1262 Eysins, Switzerland**
(Address of Principal Executive Offices) (Zip Code)

011-41-22-716-9800
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officer.

On March 26, 2018, Quotient Limited (the “Company”) announced that, in connection with Paul Cowan’s retirement, Mr. Cowan has resigned from his positions with the Company, including as chief executive officer and as a director, on March 21, 2018. The Company and Mr. Cowan expect to enter into an agreement pursuant to which, among other things, Mr. Cowan will provide ad-hoc advisory services to the Company. Mr. Cowan’s decision to retire from the Company is not a result of any disagreement with other members of the Company’s Board of Directors (the “Board”).

Also on March 26, 2018, the Company announced that Franz Walt, who is a member of the Board, was appointed on March 21, 2018 to serve as the Company’s interim Chief Executive Officer, pending the results of a search being conducted by the Company for a long-term Chief Executive Officer. The Company also announced that Heino von Prondzynski, a member of the Board and the Company’s Lead Independent Director, was appointed on March 21, 2018 to serve as the Chairman of the Board.

Mr. Walt’s biographical information is set forth in the Company’s current report on Form 8-K filed on February 21, 2018 (the “February 21 8-K”), and Mr. von Prondzynski’s biographical information is set forth in the Company’s definitive proxy statement filed on July 26, 2017 (the “2017 Proxy Statement”). That information is incorporated by reference into this report.

Relationships or related transactions between Mr. Walt and the Company that are required to be reported pursuant to Item 404(a) of Regulation S-K are incorporated herein by reference to the information on that topic set forth in the February 21 8-K. Relationships or related transactions between Mr. von Prondzynski and the Company that are required to be reported pursuant to Item 404(a) of Regulation S-K are incorporated herein by reference to the information on that topic set forth in the 2017 Proxy Statement. There are no family relationships between either Mr. Walt or Mr. von Prondzynski and any of the Company’s other directors or executive officers.

The Company expects to enter into a definitive agreement with Mr. Walt regarding the terms on which he will serve as interim Chief Executive Officer.

The Company issued a press release regarding these matters that is attached as an exhibit.

Item 9.01. Financial Statements and Exhibits.

The following is a list of exhibits filed as part of this Current Report on Form 8-K:

Exhibit 99.1 [Press Release, dated March 26, 2018.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

QUOTIENT LIMITED

By: /s/ Christopher Lindop
Christopher Lindop
Chief Financial Officer

Dated: March 26, 2018

**Quotient Limited Announces Retirement of Paul Cowan, Chairman and Chief Executive Officer; Franz Walt named as Interim Chief Executive Officer**

JERSEY, Channel Islands, March 26, 2018 (GLOBENEWSWIRE) — Quotient Limited (NASDAQ:QTNT), a commercial-stage diagnostics company, today announced the retirement of Paul Cowan as its Chairman and Chief Executive Officer. Franz Walt, who recently retired as the President of Siemens Healthineers, Laboratory Diagnostics, and is a member of Quotient's Board of Directors, has been appointed as interim Chief Executive Officer; Heino von Prondzynski, former Chief Executive Officer of Roche Diagnostics, Quotient's lead independent director, has been appointed as Chairman of the Board of Directors.

Paul Cowan commented, "I am very proud of what has been achieved since founding Quotient ten years ago. We have seen tremendous success with the original reagent business, culminating this year with its move to a new state of the art facility near Edinburgh. With the successful development of our MosaiQ platform we have also been able to take a concept that existed only on paper and simultaneously fund and develop three novel technologies: the MosaiQ microarray itself, an industrial scale microarray manufacturing capability and an instrument platform that I believe will transform and disrupt the field of transfusion diagnostics. Publication today of the head-to-head data from the Verification and Validation study demonstrates the success of the MosaiQ's development. There is never a perfect time to make a transition, but I am confident the senior management team at Quotient under the leadership of Franz Walt will successfully lead Quotient into the next critical phase of commercialization for MosaiQ. Franz will receive my full support through this transition. My sincere thanks go out to the many dedicated and incredibly creative and hard-working people that it has been my privilege to work with since beginning this journey."

Heino von Prondzynski added, "Paul has guided Quotient through the most critical part of its evolution, identifying and then pursuing the value embedded in our MosaiQ technology, overseeing the development and initial commercialization of that technology, and taking Quotient public. We all owe him a debt of gratitude. Recognizing that a different skills set is now required of the Chairman and Chief Executive Officer, Paul recently told the Board he wanted to retire as Chairman and Chief Executive Officer. The Board respects Paul's decision. We have asked Paul to continue being involved with the company following his retirement, through a transition and if possible beyond, and Paul has agreed. Paul and the Board wish especially to emphasize to Quotient's dedicated and talented employees that we fully support them. We intend this change to be evolutionary, not disruptive. We are fortunate to have a world-class manager on our board, Franz Walt, who will immediately take over as interim Chief Executive Officer while we seek a long term replacement. I have known Franz for almost twenty years and we were extremely successful as a team while at Roche."

Franz Walt has over 29 years experience in leadership roles at two of the largest and most influential global healthcare companies, Siemens Healthineers and Roche. As President of Siemens Healthineers, Franz was responsible for the recent global launch of Siemens' next generation laboratory diagnostics platform, the Atellica Solution. "I am very excited for the prospects of MosaiQ and look forward to playing a role in securing its European launch later this year," said Franz Walt. "Paul has built a high quality team to deliver MosaiQ to market and I am looking forward to contributing by providing support and direction as MosaiQ advances over the coming months."

Heino von Prondzynski has over 35 years of experience in global Healthcare companies. He is a renowned molecular diagnostic expert. Under his leadership Roche Diagnostics has developed into the leading global diagnostic company. He also serves on the Board of Royal Philips.

MosaiQ Platform

MosaiQ, Quotient's next-generation platform is designed to deliver fast, comprehensive antigen typing, antibody detection and disease screening results, using a single low volume sample in a high throughput automated format. MosaiQ represents a transformative and highly disruptive unified testing platform for transfusion diagnostics. Feasibility has also been demonstrated with respect to the detection of nucleic acids (DNA or RNA) using the MosaiQ platform. Through MosaiQ, Quotient expects to deliver substantial value to donor testing laboratories worldwide by providing affordable, routine comprehensive characterization and screening of blood products, on a single automated instrument platform designed to radically reduce labor costs and complexity associated with existing practice.

About Quotient Limited

Quotient is a commercial-stage diagnostics company committed to reducing healthcare costs and improving patient care through the provision of innovative tests within established markets. With an initial focus on blood grouping and serological disease screening, Quotient is developing its proprietary MosaiQ™ technology platform to offer a breadth of tests that is unmatched by existing commercially available transfusion diagnostic instrument platforms. The Company's operations are based in Edinburgh, Scotland; Eysins, Switzerland and Newtown, Pennsylvania.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding our expectations relating to our management team and the development, regulatory approval, commercialization and impact of MosaiQ. Such statements are based on current assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These

risks and uncertainties, many of which are beyond our control, include delays or denials of regulatory approvals or clearances for products or applications; market acceptance of our products; the impact of competition; the impact of facility expansions and expanded product development, clinical, sales and marketing activities on operating expenses; delays or other unforeseen problems with respect to manufacturing, product development or field trial studies; adverse results in connection with any ongoing or future legal proceeding; continued or worsening adverse conditions in the general domestic and global economic markets; as well as the other risks set forth in the Company's filings with the Securities and Exchange Commission. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Quotient disclaims any obligation to update these forward-looking statements.

The Quotient logo and MosaiQ™ are registered trademarks or trademarks of Quotient Limited and its subsidiaries in various jurisdictions.

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