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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 13, 2018**

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**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)

**Not Applicable**  
(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:

- 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.

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**Item 8.01 Other Events**

On July 31, 2015, Quotient Limited (the “Company” or “we”, “us” and “our”) filed a Registration Statement on Form S-3 (File No. 333-206026) (the “Existing Universal Shelf Registration Statement”), which was declared effective by the Securities and Exchange Commission (“SEC”) on August 17, 2015. Pursuant to applicable SEC rules, subject to certain exceptions, on August 17, 2018, the Existing Universal Shelf Registration Statement will expire. In order to help ensure that we continue to have an effective universal shelf registration statement available to us, on August 10, 2018, we filed with the SEC a Registration Statement on Form S-3 (File No. 333-226800) (the “New Universal Shelf Registration Statement”), which, as of the date hereof, has not been declared effective by the SEC.

The purpose of this Current Report on Form 8-K (the “Current Report”) is to provide the calculations of earnings to fixed charges and preference share dividends for the three months ended June 30, 2018 and each of the fiscal years ended March 31, 2014, 2015, 2016, 2017 and 2018, which calculations had previously not been filed with the New Universal Shelf Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
12.1	<a href="#"><u>Statement of Computation of Ratio of Earnings to Combined Fixed Charges and Preference Shares Dividends</u></a>

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**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: August 13, 2018

## Quotient Limited

## Statement of Computation of Ratio of Earnings to Combined Fixed Charges and Preference Share Dividends

The following table sets forth the calculation of our fixed charges and preference share dividends for the three months ended June 30, 2018 and for the years ended March 31, 2014, 2015, 2016, 2017 and 2018.

	Year ended March 31,					Three months ended
	2014	2015	2016	2017	2018	June 30, 2018
	(Expressed in thousands of U.S. Dollars)					
<b>Fixed charges</b>						
Interest expense:						
Interest on debt and finance leases	\$ 612	\$1,364	\$2,246	\$ 6,117	\$10,116	\$ 2,564
Amortization of deferred funding costs	464	776	855	2,736	4,362	291
Accrued preference share dividends	—	175	1,050	1,050	1,050	263
Interest expense	\$1,076	\$2,315	\$4,151	\$ 9,903	\$15,528	\$ 3,117
Interest element of operating leases	685	1,229	1,908	1,951	2,094	870
<b>Total fixed charges</b>	\$1,761	\$3,544	\$6,059	\$11,854	\$17,622	\$ 3,987
<b>Preference share dividends</b>	—	—	—	—	—	—
<b>Combined fixed charges and preference share dividends</b>	\$1,761	\$3,544	\$6,059	\$11,854	\$17,622	\$ 3,987

We have incurred losses in each of the periods concerned and thus our earnings were insufficient to cover the combined fixed charges by \$3.987 million for the three months ended June 30, 2018, and \$1.761 million, \$3.544 million, \$6.059 million, \$11.854 million and \$17.622 million for the years ended March 31, 2014, 2015, 2016, 2017 and 2018, respectively.