

Quotient Ltd  
Form SC 13G  
October 25, 2017

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

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment  
No. )\*

Quotient Limited  
(Name of Issuer)

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

G73268107  
(CUSIP Number)

October 24, 2017  
(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)

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Pages)

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\*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 Ordinary Shares have no CUSIP number. The CINS number of the Ordinary Shares is G73268107.

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).

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<b>1</b>	NAMES OF REPORTING PERSONS
	Highbridge Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>2</b>	OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	State of Delaware SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b> 0 SHARED VOTING POWER
<b>6</b>	4,747,994 Ordinary Shares (including 2,306,033 Ordinary Shares issuable upon exercise of warrants)
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0

SHARED  
DISPOSITIVE  
POWER

4,747,994  
Ordinary  
Shares  
(including  
2,306,033  
Ordinary  
Shares issuable  
upon exercise  
of warrants)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

4,747,994 Ordinary  
Shares (including  
2,306,033 Ordinary  
Shares issuable upon  
exercise of warrants)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

9.92%

TYPE OF

REPORTING

12

PERSON

IA, OO



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1	NAMES OF REPORTING PERSONS
2	1992 MSF International Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Cayman Islands, British West Indies SOLE VOTING 5 POWER
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 3,228,510 Ordinary Shares (including 1,573,275 Ordinary Shares issuable upon exercise of warrants) 7 SOLE DISPOSITIVE POWER  0

SHARED  
DISPOSITIVE  
POWER

3,228,510  
**8** Ordinary  
Shares  
(including  
1,573,275  
Ordinary  
Shares issuable  
upon exercise  
of warrants)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**9**

3,228,510 Ordinary  
Shares (including  
1,573,275 Ordinary  
Shares issuable upon  
exercise of warrants)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

6.85%

TYPE OF

REPORTING

**12**

PERSON

OO





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**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 Pentlands Science Park, Bush Loan, Penicuik, Midlothian, EH2 0PZ United Kingdom.

**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:**

The Ordinary Shares have no CUSIP number. The CINS number of the Ordinary Shares is

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);

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- (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 the date hereof, (i) 1992 MSF International Ltd. may be deemed to beneficially own 3,228,510 Ordinary Shares (including 1,573,275 Ordinary Shares issuable upon exercise of warrants) and (ii) Highbridge Capital Management, LLC, as the trading manager of 1992 MSF International Ltd. and Highbridge Tactical Credit & Convertibles Master Fund, L.P. Fund (collectively, the "Highbridge Funds"), may be deemed to be the beneficial owner of 4,747,994 Ordinary Shares (including 2,306,033 Ordinary Shares issuable upon exercise of warrants) held by the Highbridge Funds.

- (b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 45,542,808 Ordinary Shares outstanding, which is the sum of (i) 37,688,125 Ordinary Shares outstanding as of August 4, 2017, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 filed with the Securities and Exchange Commission on August 8, 2017 and (ii) 7,874,683 shares of Common Stock issued by the Company pursuant to the private placement described in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 25, 2017, and assumes the exercise of the reported warrants. Therefore, as of the date hereof, (i) 1992 MSF International Ltd. may be deemed to beneficially own approximately 6.85% of the outstanding Ordinary Shares and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 9.92% of the outstanding Ordinary Shares.

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



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(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.**

Not applicable.

**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:

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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.

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## **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: October 25, 2017

HIGHBRIDGE  
CAPITAL  
MANAGEMENT,  
LLC

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

1992 MSF  
INTERNATIONAL  
LTD.

By: Highbridge  
Capital  
Management, LLC

its Trading Manager

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

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**EXHIBIT 1**

**JOINT FILING AGREEMENT**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: October 25, 2017

HIGHBRIDGE  
CAPITAL  
MANAGEMENT,  
LLC

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

1992 MSF  
INTERNATIONAL  
LTD.

By: Highbridge  
Capital  
Management, LLC

its Trading Manager

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



