

Quotient Ltd  
Form 10-Q  
August 06, 2014  
Table of Contents

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

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2014**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-36415**

**QUOTIENT LIMITED**

**(Exact name of registrant as specified in its charter)**

**Jersey, Channel Islands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Not Applicable**  
**(I.R.S. Employer**  
**Identification No.)**

**Pentlands Science Park**  
**Bush Loan, Penicuik, Midlothian**

**EH26 0PZ, United Kingdom**  
**(Address of principal executive offices)**

**Not Applicable**  
**(Zip Code)**

**001-44-131-445-6159**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Edgar Filing: Quotient Ltd - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 4, there were 14,376,547 Ordinary Shares, nil par value, of Quotient Limited outstanding.

Table of Contents

TABLE OF CONTENTS

	<b>Page</b>
<u>PART I FINANCIAL INFORMATION</u>	3
<u>Item 1. Financial Statements</u>	3
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	31
<u>Item 4. Controls and procedures</u>	32
<u>PART II OTHER INFORMATION</u>	32
<u>Item 1. Legal Proceedings</u>	32
<u>Item 1A. Risk Factors</u>	33
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	33
<u>Item 3. Defaults Upon Senior Securities</u>	33
<u>Item 4. Mine Safety Disclosures</u>	33
<u>Item 5. Other Information</u>	33
<u>Item 6. Exhibits</u>	33

## Table of Contents

### **Cautionary note regarding forward-looking statements**

This Quarterly Report on Form 10-Q, and exhibits thereto, contains estimates, predictions, opinions, projections and other statements that may be interpreted as forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that involve substantial risks and uncertainties. The forward-looking statements are contained principally in Part I, Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations and are also contained elsewhere in this Quarterly Report. 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. Not all forward-looking statements contain these identifying words. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Quarterly Report, 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 U.S. Food and Drug Administration, or 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 threatened 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, and our estimates regarding our capital requirements and capital expenditures (including the expected cost of a new expanded manufacturing facility in Edinburgh, Scotland); and

our plans for executive and director compensation for the future.

## **Table of Contents**

You should also refer to the various factors identified in this and other reports filed by us with the Securities and Exchange Commission, including but not limited to those discussed in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended March 31, 2014, for a discussion of other important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Quarterly Report will prove to be accurate. Further, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this Quarterly Report represent our views only as of the date of this Quarterly Report. Subsequent events and developments may cause our views to change. While we may elect to update these forward-looking statements at some point in the future, we undertake no obligation to publicly update any forward-looking statements, except as required by law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report.

## **Where you can find more information**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You can inspect, read and copy these reports, proxy statements and other information at the Securities and Exchange Commission's Public Reference Room, which is located at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information regarding the operation of the Securities and Exchange Commission's Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission also maintains a website at [www.sec.gov](http://www.sec.gov) that makes available reports, proxy statements and other information regarding issuers that file electronically.

We make available free of charge at [www.quotientbd.com](http://www.quotientbd.com) (in the "Investors" section) copies of materials we file with, or furnish to, the Securities and Exchange Commission. By referring to our corporate website, [www.quotientbd.com](http://www.quotientbd.com), we do not incorporate any such website or its contents into this Quarterly Report on Form 10-Q.

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)**

(Expressed in thousands of U.S. Dollars except for share data and per share data)

	<b>June 30, 2014 (unaudited)</b>	<b>March 31, 2014</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 31,977	\$ 7,192
Trade accounts receivable, net	3,229	2,439
Inventories	4,640	4,557
Prepaid expenses and other current assets	3,383	5,200
<b>Total current assets</b>	<b>43,229</b>	<b>19,388</b>
Property and equipment, net	13,530	8,556
Intangible assets, net	965	967
Other non-current assets	756	897
<b>Total assets</b>	<b>\$ 58,480</b>	<b>\$ 29,808</b>
<b>LIABILITIES, REDEEMABLE CONVERTIBLE PREFERENCE SHARES AND SHAREHOLDERS DEFICIT</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 6,949	\$ 5,343
Accrued compensation and benefits	1,939	2,014
Accrued expenses and other current liabilities	2,931	4,453
Financial liability in respect of share warrants	4,950	421
Current portion of lease incentive	476	485
Capital lease obligation	235	183
<b>Total current liabilities</b>	<b>17,480</b>	<b>12,899</b>
Long-term debt	15,154	15,105
Lease incentive, less current portion	2,263	2,423
Capital lease obligation, less current portion	193	154
<b>Total liabilities</b>	<b>35,090</b>	<b>30,581</b>
<b>Commitments and contingencies</b>		
A Preference shares (nil par value) zero and 12,719,954 shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;		13,180
		<b>14,991</b>



B Preference shares (nil par value) zero and 14,583,407 and shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;		
C Preference shares (nil par value) zero and 929,167 and nil shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;		2,592
<b>Shareholders deficit:</b>		
Ordinary shares (nil par value) 14,376,547 and 60,044 shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;	56,863	247
A Ordinary shares (nil par value) zero and 244,141 shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;		
B Ordinary shares (nil par value) zero and 37,957 shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively;		
Distribution in excess of capital	(16,146)	(16,793)
Accumulated other comprehensive income (loss)	584	305
Accumulated deficit	(17,911)	(15,295)
<b>Total shareholders deficit</b>	<b>23,390</b>	<b>(31,536)</b>
<b>Total liabilities, redeemable convertible preference shares and shareholders deficit</b>	<b>\$ 58,480</b>	<b>\$ 29,808</b>

The accompanying notes form an integral part of these consolidated financial statements.

**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (unaudited)**

(Expressed in thousands of U.S. Dollars except for share data and per share data)

	Quarter ended June 30,	
	2014	2013
<b>Revenue:</b>		
Product sales	\$ 5,267	\$ 3,907
Other revenues	650	2,768
<b>Total revenue</b>	5,917	6,675
<b>Cost of revenue:</b>	(2,451)	(2,055)
<b>Gross profit</b>	3,466	4,620
<b>Operating expenses:</b>		
Sales and marketing	(697)	(620)
Research and development, net of government grants	(3,685)	(1,618)
General and administrative expenses:		
Compensation expense in respect of share options and management equity incentives	(226)	(199)
Other general and administrative expenses	(3,264)	(1,680)
<b>Total general and administrative expense</b>	(3,490)	(1,879)
<b>Total operating expenses</b>	(7,872)	(4,117)
<b>Operating profit (loss)</b>	(4,406)	503
<b>Other income (expense):</b>		
Interest expense, net	(534)	(77)
Other, net	2,324	(31)
<b>Other income (expense), net</b>	1,790	(108)
<b>Profit (Loss) before income taxes</b>	(2,616)	395
Provision for income taxes		
<b>Net loss</b>	\$ (2,616)	\$ 395
<b>Other comprehensive income (loss):</b>		
Change in fair value of effective portion of foreign currency cash flow hedges	\$ (94)	\$
Foreign currency gain	\$ 373	\$ 147
<b>Other comprehensive income (loss)</b>	279	542

<b>Comprehensive income (loss)</b>	<b>\$ (2,337)</b>	<b>\$ 542</b>
Net profit (loss) available to ordinary shareholders	\$ (2,616)	\$ 395
Net profit (loss) available to ordinary shareholders basic	\$ (2,616)	\$ 395
Net profit (loss) available to ordinary shareholders diluted	\$ (2,616)	\$ 395
Earnings (loss) per ordinary share basic	\$ (0.20)	\$ 1.67
Earnings (loss) per ordinary share diluted	\$ (0.20)	\$ 0.04
Weighted-average shares outstanding basic	12,838,085	237,233
Weighted-average shares outstanding diluted	12,838,085	9,408,823

The accompanying notes form an integral part of these consolidated financial statements.

Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERENCE SHARES****AND CHANGES IN SHAREHOLDERS DEFICIT (unaudited)**

(Expressed in thousands of U.S. Dollars except for share data)

	Redeemable Convertible Preference Shares		Ordinary Shares		Accumulated Distribution in Excess of Comprehensive Income			Total Shareholders Deficit
	Shares	Amount	Shares	Amount	Capital	Other	Accumulated Deficit	Deficit
<b>Balances, March 31, 2014</b>	28,232,528	\$ 30,763	342,142	\$ 247	\$ (16,793)	\$ 305	\$ (15,295)	\$ (31,536)
Conversion of shares	(28,232,528)	(30,763)	9,034,405	30,866	421			31,287
Issue of shares, net of expenses			5,000,000	25,750				25,750
Net loss							(2,616)	(2,616)
Change in fair value of effective portion of foreign currency cash flow hedges						(94)		(94)
Foreign currency translation gain						373		373
Other comprehensive income						279		279
Stock-based compensation, net of repurchases					226			226
<b>Balances, June 30, 2014</b>			14,376,547	\$ 56,863	\$ (16,146)	\$ 584	\$ (17,911)	\$ 23,390

The accompanying notes form an integral part of these consolidated financial statements.

**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

(Expressed in thousands of U.S. Dollars)

	<b>Quarter ended June 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>OPERATING ACTIVITIES:</b>		
<b>Net income (loss)</b>	\$ (2,616)	\$ 395
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>		
Depreciation and amortization	282	120
Share-based compensation	226	199
Amortization of lease incentive	(119)	
Amortization of deferred debt issue costs	198	
Change in fair value of financial liability in respect of share warrants	(3,579)	
<b>Net change in assets and liabilities:</b>		
Trade accounts receivable, net	(757)	(2,782)
Inventories	28	(210)
Accounts payable and accrued liabilities	(45)	(107)
Accrued compensation and benefits	(108)	(174)
Other assets	1,730	(49)
<b>Net cash used in operating activities</b>	<b>(4,760)</b>	<b>(2,608)</b>
<b>INVESTING ACTIVITIES:</b>		
Purchase of property and equipment and intangible assets	(4,920)	(39)
Refund (purchase) of intangibles assets		2
<b>Net cash used in investing activities</b>	<b>(4,920)</b>	<b>(37)</b>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from (repayment of) finance leases	91	(49)
Proceeds from issuance of ordinary and preference shares	34,280	150
<b>Net cash generated from financing activities</b>	<b>34,371</b>	<b>101</b>
Effect of exchange rate fluctuations on cash and cash equivalents	94	69
<b>Change in cash and cash equivalents</b>	<b>24,785</b>	<b>(2,475)</b>
<b>Beginning cash and cash equivalents</b>	<b>7,192</b>	<b>4,219</b>
<b>Ending cash and cash equivalents</b>	<b>\$ 31,977</b>	<b>\$ 1,744</b>
<b>Supplemental cash flow disclosures:</b>		
Income taxes paid	\$	\$
Interest paid	\$ 337	\$ 240

The accompanying notes form an integral part of these consolidated financial statements.



**Table of Contents**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in thousands of U.S. Dollars except for share data and per share data, unless otherwise stated)

**Note 1. Description of Business and Basis of Presentation**

***Description of Business***

The principal activity of Quotient Limited (the Company) and its subsidiaries (the Group) is the development, manufacture and sale of products for the global transfusion diagnostics market. Products manufactured by the Group are sold to hospitals, blood banking operations and other diagnostics companies worldwide.

***Basis of Presentation***

The condensed statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and are unaudited. In accordance with those rules and regulations, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States (GAAP) for complete financial statements.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented. The March 31, 2014 balance sheet was derived from audited financial statements, but does not include all disclosures required by GAAP. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The financial statements should be read in conjunction with the audited consolidated financial statements at and for the year ended March 31, 2014 included in the Company's Annual Report on Form 10-K for the year then ended. The results of operations for the quarter ended June 30, 2014 are not necessarily indicative of the results of operations that may be expected for the year ending March 31, 2015 and any future period.

**Note 2. Summary of Significant Accounting Policies**

***Use of Estimates***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

***Cash and cash equivalents***

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. As of June 30, 2014 and March 31, 2014, all cash and cash equivalents comprised readily accessible cash balances except for \$344 at June 30, 2014 and \$345 at March 31, 2014 held in a restricted account as security for the property rental obligations of the Company's Swiss subsidiary.

***Trade accounts receivable***

Trade accounts receivable are recorded at the invoiced amount and are not interest bearing. The Company maintains an allowance for doubtful accounts to reserve for potentially uncollectible trade receivables. Additions to the

allowance for doubtful accounts are recorded as General and administrative expenses. The Company reviews its trade receivables to identify specific customers with known disputes or collectability issues. In addition, the Company maintains an allowance for all other receivables not included in the specific reserve by applying specific rates of projected uncollectible receivables to the various aging categories. In determining these percentages, the Company analyzes its historical collection experience, customer credit-worthiness, current economic trends and changes in customer payment terms.



## **Table of Contents**

### ***Concentration of Credit Risks and Other Uncertainties***

The carrying amounts for financial instruments consisting of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair value due to their short maturities. Derivative instruments, consisting entirely of foreign exchange contracts, are stated at their estimated fair values, based on quoted market prices for the same or similar instruments. The counterparties to the agreements relating to the Company's derivative instruments consist of large financial institutions of high credit standing.

The Company's main financial institution for banking operations and its U.S subsidiary together hold all of the Company's cash and cash equivalents as of June 30, 2014 and 99% at March 31, 2014. The Company's accounts receivable are derived from net revenue to customers and distributors located in the United States and other countries. The Company performs credit evaluations of its customers' financial condition. The Company provides reserves for potential credit losses but has not experienced significant losses to date. There was one customer whose accounts receivable balance represented 10% or more of total accounts receivable, net, as of June 30, 2014 and March 31, 2014. This customer represented 54% and 53% of the accounts receivable balances as of June 30, 2014 and March 31, 2014, respectively.

The Company currently sells products through its direct sales force and through third-party distributors. There was one direct customer that accounted for 10% or more of total product sales for the quarters ended June 30, 2014 and June 30, 2013. This customer represented 59% and 57% of total product sales for the quarters ended June 30, 2014 and June 30, 2013, respectively.

### ***Fair Value of Financial Instruments***

The Company defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company's valuation techniques used to measure fair value maximized the use of observable inputs and minimized the use of unobservable inputs. The fair value hierarchy is based on the following three levels of inputs:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

See Note 6, Commitment and Contingencies, for information and related disclosures regarding the Company's fair value measurements.

### ***Inventory***

Inventory is stated at the lower of standard cost (which approximates actual cost) or market, with cost determined on the first-in-first-out method. Accordingly, allocation of fixed production overheads to conversion costs is based on normal capacity of production. Abnormal amounts of idle facility expense, freight, handling costs and spoilage are expensed as incurred and not included in overhead. No stock-based compensation cost was included in inventory as of June 30, 2014 and March 31, 2014.

***Property and equipment***

Property, equipment and leasehold improvements are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the related assets as follows:

Plant, machinery and equipment 4 to 25 years;

Leasehold improvements the shorter of the lease term or the estimated useful life of the asset.  
Repairs and maintenance expenditures, which are not considered improvements and do not extend the useful life of property and equipment, are expensed as incurred.

---

**Table of Contents*****Intangible Assets and Goodwill***

Intangible assets related to product licenses are recorded at cost, less accumulated amortization. Intangible assets related to technology and other intangible assets acquired in acquisitions are recorded at fair value at the date of acquisition, less accumulated amortization. Intangible assets are amortized over their estimated useful lives, on a straight-line basis as follows:

Customer relationships 5 years

Brands associated with acquired cell lines 40 years

Product licenses 10 years

Other intangibles assets 7 years

The Company reviews its intangible assets for impairment and conducts the impairment review when events or circumstances indicate the carrying value of a long-lived asset may be impaired by estimating the future undiscounted cash flows to be derived from an asset to assess whether or not a potential impairment exists. No impairment losses have been recorded in either of the quarters ended June 30, 2014 or June 30, 2013.

***Revenue Recognition***

The Company recognizes revenue from product sales when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed or determinable and collectability is reasonably assured. Customers have no right of return except in the case of damaged goods. The Company has not experienced any significant returns of its products. Shipping and handling costs are expensed as incurred and included in cost of product sales. In those cases where the Company bills shipping and handling costs to customers, the amounts billed are classified as revenue.

The Company enters into revenue arrangements that may consist of multiple deliverables of its products and services. The terms of these arrangements may include non-refundable upfront payments, milestone payments, other contingent payments and royalties on any product sales derived on collaboration. Up-front fees received in connection with collaborative agreements are deferred upon receipts, are not considered a separate unit of accounting and are recognized as revenues over the relevant performance periods. Revenues related to research and development services included in a collaboration agreement are recognized as research and services are performed over the related performance periods for each contract. A payment that is contingent upon the achievement of a substantive milestone is recognized in its entirety in the period in which the milestone is achieved.

In June 2013, the Company entered into an agreement with Ortho-Clinical Diagnostics Inc. (OCD) to develop a range of rare antisera products. The Company had been working on this project for more than a year before the formal agreement was signed with OCD. Under the terms of the agreement, the Company is entitled to receive milestone payments of \$2,750 upon the receipt of CE-marks for the rare antisera products, \$1,400 upon the receipt of FDA approval of the rare antisera products and two further milestones of \$500 each upon the updating of the CE-mark and FDA approvals to cover use of the products on OCD's automation platform. The Company concluded that as each of these milestones required significant levels of development work to be undertaken and there was no certainty at the start of the project that the development work would be successful, these milestones are substantive and will be accounted for under the milestone method of revenue recognition. The agreement also contains one further milestone of \$650 payable upon fulfillment of \$250 of cumulative orders of the rare antisera products covered by the agreement. This payment represents a royalty payment and was recognized in the quarter ended June 30, 2014 when the sales

target was achieved. During the quarter ended June 30, 2013, the Company recognized \$2,750 of milestone revenue relating to the achievement of the CE marketing milestone.

***Research and Development***

Research and development expenses consist of costs incurred for company-sponsored and collaborative research and development activities. These costs include direct and research-related overhead expenses. The Company expenses research and development costs, including the expenses for research under collaborative agreements, as such costs are incurred. Where government grants are available for the sponsorship of such research, the grant receipt is included as a credit against the related expense.

**Table of Contents**

***Stock-Based Compensation***

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is generally the vesting period. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's Condensed Consolidated Statements of Comprehensive Loss.

In determining fair value of the stock-based compensation payments, the Company uses the Black-Scholes model and a single option award approach, which requires the input of subjective assumptions. These assumptions include: the fair value of the underlying share, estimating the length of time employees will retain their vested stock options before exercising them (expected term), the estimated volatility of the Company's ordinary shares price over the expected term (expected volatility), risk-free interest rate (interest rate), expected dividends and the number of shares subject to options that will ultimately not complete their vesting requirements (forfeitures).

**Table of Contents****Note 3. Intangible Assets**

	As of June 30, 2014			Weighted-Average Remaining Useful Life
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Customer relationships	\$ 3,367	\$ (3,367)	\$	
Brands associated with acquired cell lines	694	(119)	576	33.1 years
Product licenses	604	(220)	384	6.4 years
Other intangibles	219	(214)	5	0.2 years
<b>Total</b>	<b>\$ 4,884</b>	<b>\$ (3,919)</b>	<b>\$ 965</b>	

	As of March 31, 2014			Weighted-Average Remaining Useful Life
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Customer relationships	\$ 3,283	\$ (3,283)	\$	
Brands associated with acquired cell lines	677	(112)	565	33.4 years
Product licenses	589	(200)	389	6.6 years
Other intangibles	213	(200)	13	0.4 years
<b>Total</b>	<b>\$ 4,762</b>	<b>\$ (3,795)</b>	<b>\$ 967</b>	

**Note 4. Debt**

Long-term debt comprises:

	As of	
	June 30, 2014	March 31, 2014
Long-term debt	\$ 15,000	\$ 15,000
Fees due on final repayment of debt	487	487
Fair value of associated preference share warrant, net of amortization	(333)	(382)
<b>Total long-term debt</b>	<b>\$ 15,154</b>	<b>\$ 15,105</b>

On December 9, 2013, the Company drew down \$15,000 under a new secured bank facility agreement with MidCap Financial LLC. The new facility is repayable over a four year period with no repayments being due until 18 months from the date of drawdown and then equal amounts being repayable monthly over the remaining 30 months. The

facility bears interest at LIBOR plus 6.7%. The LIBOR rate applicable is the higher of the actual market rate from time to time or 2.0%.

**Table of Contents**

At June 30, 2014 the outstanding debt is repayable as follows:

Within 1 year	\$
Between 1 and 2 years	6,000
Between 2 and 3 years	6,000
Between 3 and 5 years	3,000
<b>Total debt</b>	<b>\$ 15,000</b>

**Note 5. Consolidated Balance Sheet Detail*****Inventory***

The following table summarizes inventory by category for the dates presented:

	<b>As of</b>	
	<b>June 30,</b>	<b>March 31,</b>
	<b>2014</b>	<b>2014</b>
Raw materials	\$ 1,239	\$ 1,420
Work in progress	2,341	2,031
Finished goods	1,060	1,106
<b>Total</b>	<b>\$ 4,640</b>	<b>\$ 4,557</b>



**Table of Contents*****Property and equipment***

The following table summarizes property and equipment by categories for the dates presented:

	<b>As of</b>	
	<b>June 30, 2014</b>	<b>March 31, 2014</b>
Plant and machinery	\$ 12,010	\$ 7,063
Leasehold improvements	3,941	3,594
<b>Total property and equipment</b>	<b>15,951</b>	<b>10,657</b>
Less: accumulated depreciation	(2,421)	(2,101)
<b>Total property and equipment, net</b>	<b>\$ 13,530</b>	<b>\$ 8,556</b>

Depreciation expenses were \$298 and \$245 in the quarters ended June 30, 2014 and June 30, 2013 respectively.

***Accrued compensation and benefits***

Accrued compensation and benefits consist of the following:

	<b>As of</b>	
	<b>June 30, 2014</b>	<b>March 31, 2014</b>
Salary and related benefits	\$ 104	\$ 75
Accrued vacation	27	26
Accrued payroll taxes	792	281
Accrued incentive payments	1,016	1,632
<b>Total accrued compensation and benefits</b>	<b>\$ 1,939</b>	<b>\$ 2,014</b>

***Accrued expenses and other current liabilities***

Accrued expenses and other current liabilities consist of the following:

	<b>As of</b>	
	<b>June 30, 2014</b>	<b>March 31, 2014</b>
Accrued legal and professional fees	\$ 153	\$ 2,007
Accrued interest	109	112
Goods received not invoiced	643	590
Accrued development expenditure	911	799

Edgar Filing: Quotient Ltd - Form 10-Q

Other accrued expenses	1,115	945
Total accrued expenses and other current liabilities	\$ 2,931	\$ 4,453

- 13 -

**Table of Contents**

**Note 6. Commitments and Contingencies**

***Government Grant***

In 2008, the Company was awarded research and development grant funding from Scottish Enterprise amounting to £1,791, for the development of its Q Screen product. The total grant claimed to June 30, 2014 is £1,790. Regular meetings are held to update Scottish Enterprise with the status of the project and while the terms of the grant award provide for full repayment of the grant in certain circumstances, the Company does not consider that any repayment is likely.

***Hedging arrangements***

Prior to June 30, 2014, the Company's subsidiary in the United Kingdom ( UK ) had entered into forward exchange contracts to sell U.S. dollars and purchase pounds sterling as a hedge of its U.S. dollar denominated revenues. There were no such hedges in place at June 30, 2014.

**Table of Contents**

The following table summarizes the Company's assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy:

	As of June 30, 2014			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign currency forward contracts	\$	\$	\$	\$
<b>Total assets measured at fair value</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

	As of June 30, 2014			
	Level 1	Level 2	Level 3	Total
<b>Liabilities:</b>				
Fair value of share warrants	\$ 4,950	\$	\$	\$ 4,950
<b>Total liabilities measured at fair value</b>	<b>\$ 4,950</b>	<b>\$</b>	<b>\$</b>	<b>\$ 4,950</b>

	As of March 31, 2014			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign currency forward contracts	\$ 94	\$	\$	\$ 94
<b>Total assets measured at fair value</b>	<b>\$ 94</b>	<b>\$</b>	<b>\$</b>	<b>\$ 94</b>

	As of March 31, 2014			
	Level 1	Level 2	Level 3	Total
<b>Liabilities:</b>				
Fair value of preference share warrants	\$	\$	\$ 421	\$ 421
<b>Total liabilities measured at fair value</b>	<b>\$</b>	<b>\$</b>	<b>\$ 421</b>	<b>\$ 421</b>

**Table of Contents**

The change in the estimated fair value of share warrant liabilities is summarized below:

March 31, 2014	\$ 421
Exercise of warrants	(0)
Transfer of liability to shareholders equity upon conversion of the preference share warrant to a warrant in respect of ordinary shares	(421)
Issue of ordinary share warrants as part of the company's initial public offering on April 29, 2014	8,529
Change in fair value of ordinary share warrants	(3,579)
June 30, 2014	\$ 4,950

**Note 7. Ordinary, Deferred and Preference Shares*****Ordinary and Deferred shares***

The Company's issued and outstanding ordinary and deferred shares consist of the following:

	Shares Issued and Outstanding June 30, 2014	Shares Issued and Outstanding, March 31, 2014	Par value
Ordinary shares	14,376,547	60,044	\$
A Ordinary shares		244,141	
B Ordinary shares		37,957	
Total	14,376,547	342,142	\$

***Preference shares***

The Company's issued and outstanding preference shares consist of the following:

	Shares Issued and Outstanding June 30, 2014	Shares Issued and Outstanding, March 31, 2014	Liquidation amount per share June 30, 2014	Liquidation amount per share March 31, 2014
A Preference shares		12,719,954	\$	\$ 1.32
B Preference shares		14,583,407	\$	\$ 1.28

Edgar Filing: Quotient Ltd - Form 10-Q

C Preference shares	929,167	\$	\$	3.11
Total	28,232,528			

- 16 -

**Table of Contents**

On April 3, 2014, all of the outstanding A ordinary shares, B ordinary shares and preference shares were converted into ordinary shares. The ordinary shares then outstanding were consolidated on the basis of 32 new ordinary shares for every existing 100 ordinary shares. The number of ordinary and deferred shares and number of options and warrants to acquire ordinary shares are presented in these financial statements on the basis of the number after this consolidation. The numbers of preference shares are shown on the basis of the numbers before this consolidation.

**Note 8. Share-Based Compensation**

The Company records share-based compensation expense in respect of options issued under its share incentive plans and in respect of the deferred shares issued to employees. Share-based compensation expense amounted to \$226 and \$199 in the quarters ended June 30, 2014 and June 30, 2013, respectively.

**2012 Option Plan****Share option activity**

The following table summarizes share option activity:

		Number of Share Options Outstanding	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Life (Months)	Aggregate Intrinsic Value(1)
Outstanding	March 31, 2014	779,462	2.92	109	3,960
Granted		524,900	8.00	120	
Exercised			0		
Forfeited		(4,280)	3.20		
Outstanding	June 30, 2014	1,300,082	\$ 4.97	111	\$ 4,409
Exercisable	June 30, 2014	192,886	\$ 1.97	104	\$ 1,233

- (1) Intrinsic value is calculated as the difference between the fair value of the Company's ordinary shares as of the end of each reporting period and the exercise price of the option. The Company's closing share price on June 30, 2014 was \$8.36.

**Table of Contents**

The following table summarizes the options granted in the current financial year with their exercise prices, the fair value of ordinary shares as of the applicable grant date, and the intrinsic value, if any:

<b>Grant Date</b>	<b>Number of Options Granted</b>	<b>Weighted Average Exercise Prices</b>	<b>Ordinary Shares Fair Value Per Share at Grant Date</b>	<b>Intrinsic Value</b>
April 29, 2014	524,900	\$ 8.00	\$ 8.00	\$

***Determining the fair value of share incentive awards***

The fair value of each share incentive grant was determined by the Company using the Black-Scholes options pricing model.

Assumptions used in the option pricing models are discussed below. Each of these inputs is subjective and generally requires significant judgment to determine.

*Expected volatility.* The expected volatility was based on the historical share volatilities of two of the Company's publicly listed peers over a period equal to the expected terms of the options as the Company did not have a sufficient trading history to use the volatility of its own ordinary shares.

*Fair value of ordinary shares.* Transactions involving the preference share capital of the Company determined the fair values of the preference shares at those dates. The preference shares had preferred rights versus the ordinary shares as regards capital redemption and dividends but after all other shares had been paid out the balance of any residual assets was shared amongst the ordinary shareholders. The preference shareholders may have converted their shares to ordinary shares at any time.

Based on these share rights, the fair value of the ordinary shares would not have exceeded the fair value of the preference shares but may have equalled it, if it appeared likely that the value of the Company as a whole exceeded the entitlements of the preference shares thus making it more likely than not that the preference shareholders would have opted to convert their shares.

The directors have considered the progress of the Company at each option award date and determined the fair market value of the ordinary shares by reference to the fair values of the preference shares plus an appropriate discount.

*Risk-Free Interest Rate.* The risk-free interest rate is based on the UK Government 10 year bond yield curve in effect at the time of grant.

*Expected term.* The expected term is determined after giving consideration to the contractual terms of the share-based awards, graded vesting schedules ranging from one to three years and expectations of future employee behavior as influenced by changes to the terms of its share-based awards.

*Expected dividend.* According to the terms of the awards, the exercise price of the options is adjusted to take into account any dividends paid. As a result dividends are not required as an input to the model, as these reductions in the share price are offset by a corresponding reduction in exercise price.





**Table of Contents**

A summary of the weighted-average assumptions applicable to the share options issued in the current financial year is as follows:

	<b>April 29, 2014</b>
Risk free interest rate	2.69%
Weighted-average expected lives (years)	3
Volatility	59.83%
Dividend Yield	
Weighted average grant date fair value (per share)	\$ 8.00
Number granted	524,900

**Note 9. Net Loss Per Share**

In accordance with ASC 260 Earnings Per Share, basic earnings available to ordinary shareholders per share is computed based on the weighted average number of ordinary shares outstanding during each period. Diluted earnings available to ordinary shareholders per share is computed based on the weighted average number of ordinary shares outstanding during each period, plus potential ordinary shares considered outstanding during the period, as long as the inclusion of such shares is not anti-dilutive. Potential ordinary shares consist of the incremental ordinary shares issuable upon the exercise of share options (using the treasury shares method), the conversion of the Company's deferred and preference shares and the warrants to acquire preference shares.

**Table of Contents**

The following table sets forth the computation of basic and diluted earnings per ordinary share.:

	<b>Quarter ended June 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Numerator:</b>		
Net income (loss)	\$ (2,616)	\$ 395
Net loss available to ordinary shareholders basic	\$ (2,616)	\$ 395
Net loss available to ordinary shareholders diluted	\$ (2,616)	\$ 395
<b>Denominator:</b>		
Weighted-average ordinary shares outstanding basic	12,838,085	237,233
Weighted-average ordinary shares outstanding diluted	12,838,085	9,408,823
Earnings (loss) per ordinary share basic	\$ (0.20)	\$ 1.67
Earnings (loss) per ordinary share diluted	\$ (0.20)	\$ 0.04

The options to purchase ordinary shares, and prior to their conversion to ordinary shares, the deferred shares, the A preference shares, the B preference shares, the C preference shares and the warrants to purchase A preference shares, B preference shares and C preference shares were excluded from the above computations of earnings per share.

B preference shares and C preference shares were participating securities with no contractual obligation to share in the losses of the Company. Accordingly, no losses were allocated to B preference shares and C preference shares in the calculation of loss per share in the periods presented.

No cumulative A preference share dividend was included in the net loss for EPS calculation as A preference share dividends, based on their terms were not considered earned and they received no dividend at the time of their conversion to ordinary shares.

---

**Table of Contents**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with the corresponding section of our Annual Report on Form 10-K for the year ended March 31, 2014 filed with the Securities and Exchange Commission on June 27, 2014.*

*The information set forth and discussed below for the quarters ended June 30, 2014 and June 30, 2013 is derived from the Condensed Consolidated Financial Statements included under Item 1 above. The financial information set forth and discussed below is unaudited but includes all adjustments (consisting of normal recurring adjustments) that our management considers necessary for a fair presentation of the financial position and the operating results and cash flows for those periods. Our results of operations for a particular quarter may not be indicative of the results that may be expected for other quarters or the entire year.*

**Overview**

We were incorporated in Jersey, Channel Islands on January 28, 2012. On February 16, 2012, we acquired the entire issued share capital of Alba Bioscience Limited (or Alba), Quotient Biodiagnostics, Inc. (or QBDI) and QBD (QSIP) Limited (or QSIP) from Quotient Biodiagnostics Group Limited (or QBDG), our predecessor.

The acquisition of Alba, QBDI and QSIP by us is treated for accounting purposes as a combination of entities under common control as these entities were all controlled by QBDG prior to their acquisition by us. We recognized the assets and liabilities of Alba, QBDI and QSIP at their carrying amounts in the financial statements of those companies. We are a continuation of QBDG and its subsidiaries and, accordingly, our consolidated financial statements include the assets, liabilities and results of operations of the subsidiaries transferred since their inception.

**Our Business**

We are an established, commercial-stage diagnostics company committed to reducing healthcare costs and improving patient care through the development and commercialization of innovative tests for blood grouping and serological disease screening, 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.

We have over 30 years experience manufacturing and supplying 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. We believe MosaiQ™ has the potential to be a transformative technology that will significantly reduce the cost of blood grouping in the donor and patient testing environments while improving patient outcomes.

We currently operate as one business segment with over 190 employees in the United States, the United Kingdom and Switzerland. Our principal markets are the United States, Europe and Japan. Based on the location of the customer, revenues outside the United States accounted for 54% and 35% of total revenue during quarters ended June 30, 2014 and June 30, 2013, respectively.

We have incurred net losses and negative cash flows from operations in each year since we commenced operations in 2007. As of June 30, 2014, we had an accumulated deficit of \$17.9 million. We expect our operating losses will continue at least for the next several years as we continue our investment in the development and commercialization of MosaiQ. For the quarter ended June 30, 2014, our total revenue was \$5.9 million and our net loss was \$2.6 million.

On April 29, 2014 we completed our initial public offering and issued 5,000,000 units at \$8.00 per unit. Each unit comprised one ordinary share and one warrant to acquire 0.8 of an ordinary share at an exercise price of \$8.80 per whole share. On May 27, 2014, our ordinary shares and warrants began trading separately on The NASDAQ Global Market and the units were delisted. We raised \$40.0 million of equity share capital before issuance costs of approximately \$6.3 million. At the time of the offering we recorded a financial liability in our financial statements amounting to \$8.5 million, which represented the value ascribed to the ordinary share warrants issued as part of initial public offering. The market value of the warrants at June 30, 2014 was \$4.9 million and we recorded the change in the market value as a gain of \$3.6 million which was included in other income in our income statement for the quarter. In the quarter ended June 30, 2014, we also incurred non-recurring expenses of \$623,000 and \$383,000, representing the portion of the costs of our initial public offering that are attributable to the ordinary share warrants and the settlement of a dispute with Scottish National Blood Transfusion Service respectively, which are included in other expense in our income statement.

---

**Table of Contents****Revenue**

We generate revenue from the sale of conventional reagent products directly to hospitals, donor collection agencies and independent testing laboratories in the United States, the United Kingdom and to distributors in Europe and the rest of the world, and indirectly through sales to our original equipment manufacturer (or OEM) customers. We recognize revenues in the form of product sales when the goods are shipped. Products sold by standing purchase orders as a percentage of revenue were 71% and 74% for the quarters ended June 30, 2014 and June 30, 2013, respectively. We also provide product development services to our OEM customers. We recognize revenue from these contractual relationships in the form of product development fees, which are included in Other revenues. For a description of our revenue recognition policies, see Critical Accounting Policies and Significant Judgments and Estimates Revenue Recognition and Accounts Receivable.

Our revenue is denominated in multiple currencies. Sales in the United States and to certain of our OEM customers are denominated in U.S. Dollars. Sales in Europe and the rest of the world are denominated primarily in Pounds Sterling, Euros or Yen. Our expenses are generally denominated in the currencies in which our operations are located, which is primarily in the United Kingdom and United States. We operate globally and therefore changes in foreign currency exchange rates may become material to us in the future due to factors beyond our control. See Part I, Item 3: Quantitative and Qualitative Disclosure About Market Risk Foreign Currency Exchange Risk.

**Cost of revenue and operating expenses**

Cost of revenue consists of direct labor expenses, including employee benefits, overhead expenses, material costs and freight costs, along with the depreciation of manufacturing equipment and leasehold improvements. Our gross profit represents total revenue less the cost of revenue and gross margin represents gross profit expressed as a percentage of total revenue. Our gross margin was 59% and 69% for the quarters ended June 30, 2014 and June 30, 2013, respectively. Excluding other revenues, which consist of product development fees, our gross margin on product sales was 53% and 47% for the quarters ended June 30, 2014 and June 30, 2013, respectively. We expect our overall cost of revenue to increase in absolute U.S. Dollars as we continue to increase our product sales volumes. However, we also believe that we can continue to achieve additional efficiencies in our manufacturing operations, primarily through increasing sales volumes, which should improve our gross margin on product sales.

Our sales and marketing expenses include costs associated with our sales organization, including our direct sales force, as well as our marketing and customer service personnel. These expenses consist principally of salaries, commissions, bonuses and employee benefits, as well as travel costs related to our sales activities. These expenses also include direct and indirect costs associated with our product marketing activities. We expense all sales and marketing costs as incurred. We expect sales and marketing expense to increase in absolute U.S. Dollars, primarily as a result of commissions on increased product sales in the United States, but decline as a percentage of product sales.

Our research and development expenses include costs associated with performing research, development, field trials and our regulatory activities. Research and development expenses include research personnel-related expenses, fees for contractual and consulting services, travel costs, laboratory supplies and depreciation of laboratory equipment. We expense all research and development costs as incurred, net of government grants received. In 2008, we were awarded grant funding totaling £1.8 million, or \$3.1 million at June 30, 2014 exchange rates, by Scottish Enterprise, a public body of the Scottish Government, relating to the development of MosaiQ . Our research and development efforts are focused on developing new products and technologies for the global transfusion diagnostics market. We segregate research and development expenses for the MosaiQ project from expenses for other research and development projects. We do not maintain detailed records of these other costs by activity. Since the 2007 purchase of Alba to June 30, 2014, total expenditures on the MosaiQ<sup>TM</sup> project have amounted to approximately \$23.1 million including

capitalized expenditure. Of this amount \$18.2 million was research and development expenditure. We expect overall research and development expense to increase in absolute U.S. Dollars as we focus on completing the development of MosaiQ .

- 22 -

**Table of Contents**

Our general and administrative expenses include costs for our executive, accounting and finance, legal, corporate development, information technology and human resources functions. We expense all general and administrative expenses as incurred. These expenses consist principally of salaries, bonuses and employee benefits for the personnel performing these functions, including travel costs. These expenses also include share-based compensation, professional service fees (such as audit, tax and legal fees), costs related to our Board of Directors, and general corporate overhead costs, which includes depreciation and amortization. We expect our general and administrative expenses to increase, primarily due to the costs of operating as a public company, such as additional legal, accounting and corporate governance expenses, including expenses related to compliance with the Sarbanes-Oxley Act, directors and officers' insurance premiums and expenses for investor relations.

Net interest expense consists primarily of interest charges on our loan balances and the amortization of debt issuance costs. We amortize debt issuance costs over the life of the loan and report them as interest expense in our statements of operations.

Net other income (expense) consists primarily of realized exchange fluctuations resulting from the settlement of transactions in currencies other than the functional currencies of our businesses and expenses related to share warrants. Monetary assets and liabilities that are denominated in foreign currencies are measured at the period-end closing rate with resulting unrealized exchange fluctuations. The functional currencies of our businesses are Pounds Sterling and U.S. Dollars depending on the entity. In the quarter ended June 30, 2014 it also includes the change in the fair value of our ordinary share warrants and the two other non-recurring items as mentioned above.

**Results of Operations*****Comparison of the Quarters ended June 30, 2014 and 2013***

The following table sets forth, for the periods indicated, the amounts of certain components of our statements of operations and the percentage of total revenue represented by these items, showing period-to-period changes.

	2014		2013		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
<b>Quarter ended June 30,</b>						
<b>(in thousands, except percentages)</b>						
<b>Revenue:</b>						
Product sales	\$ 5,267	89%	\$ 3,907	59%	\$ 1,360	35%
Other revenues	650	11%	2,768	41%	(2,118)	-77%
Total revenue	5,917	100%	6,675	100%	(758)	-11%
Cost of revenue	2,451	41%	2,055	31%	396	19%
Gross profit	3,466	59%	4,620	69%	(1,154)	-25%
<b>Operating expenses:</b>						
Sales and marketing	697	12%	620	9%	77	12%
Research and development	3,685	62%	1,618	24%	2,067	128%



**Table of Contents**

	Quarter ended June 30, 2014		2013		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
General and administrative	3,490	59%	1,879	28%	1,611	86%
Total operating expenses	7,872	133%	4,117	62%	3,755	91%
Operating income (loss)	(4,406)	-74%	503	8%	(4,909)	N/A
<b>Other income (expense):</b>						
Interest expense, net	(534)	-9%	(77)	-1%	(457)	593%
Other, net	2,324	39%	(31)	0%	2,355	N/A
Total other income (expense), net	1,790	30%	(108)	-2%	1,898	N/A
Loss before income taxes	(2,616)	-44%	395	6%	(3,011)	N/A
Provision for income taxes	0	0%	0	0%	0	N/A
Net loss	(2,616)	-44%	\$ 395	6%	\$ (3,011)	N/A

*Revenue*

Total revenue decreased by 11% to \$5.9 million for the quarter ended June 30, 2014, compared with \$6.7 million for the quarter ended June 30, 2013. This decrease in revenue was driven by an increase in product sales of \$1.4 million, or 35% offset by a \$2.1 million decrease in other revenues, which comprise product development fees. Products sold by standing purchase order were 71% of product sales for the quarter ended June 30, 2014, compared with 74% for the quarter ended June 30, 2013.

The below table sets forth revenue by product group:

	Quarter ended June 30, 2014		2013		Change	
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
<b>Revenue:</b>						
Product sales OEM customers	\$ 3,806	64%	\$ 2,752	41%	\$ 1,054	38%
Product sales direct customers and distributors	1,461	25%	1,155	17%	306	26%
Other revenues	650	11%	2,768	41%	-2,118	-77%
Total revenue	\$ 5,917	100%	\$ 6,675	100%	\$ -758	-11%

**Table of Contents**

***OEM Sales.*** Product sales to OEM customers increased 38% to \$3.8 million for the quarter ended June 30, 2014, compared with \$2.8 million for the quarter ended June 30, 2013. This growth was primarily driven by increased sales of our whole blood control products to existing OEM customers and initial shipments of our rare anti-sera products for an OEM customer.

***Direct Sales to Customers and Distributors.*** Direct product sales increased 26% to \$1.5 million for the quarter ended June 30, 2014 compared with \$1.2 million for the quarter ended June 30, 2013. Direct sales in the United States increased by \$0.2 million, primarily driven by sales of our reagent red blood cell products launched in July 2012. Direct sales outside the United States increased by \$0.1 million despite our decision to offer fewer products in Europe.

***Other Revenues.*** Other revenues decreased by \$2.1 million to \$0.7 million for the quarter ended June 30, 2014, compared with \$2.8 million for the quarter ended June 30, 2013. During the quarter ended June 30, 2014, we recognized a \$0.7 million milestone payment related to product development fees associated with the development of a range of rare antisera products for an OEM customer. In the quarter ended June 30, 2013, we recognized a \$2.8 million milestone payment related to the development of the same range of products for the same customer.

*Cost of revenue and gross margin*

Cost of revenue increased by 19% to \$2.5 million for the quarter ended June 30, 2014, compared with \$2.1 million for the quarter ended June 30, 2013, reflecting growth in product sales volumes. Gross margin, which represents gross profit expressed as a percentage of total revenue, was 59% for the quarter ended June 30, 2014, compared with 69% for the quarter ended June 30, 2013. The reduction in gross margin was mainly attributable to the \$2.1 million decrease in other revenues. Excluding other revenues, gross margin on product sales increased to 53% for the quarter ended June 30, 2014, compared with 47% for the quarter ended June 30, 2013. The improved gross margin on product sales reflects increased sales volumes, improved revenue mix, the effect of our continuous manufacturing process improvement program and our decision to focus on supplying higher margin products in specific geographic territories.

*Sales and marketing expenses*

Sales and marketing expense increased by 12% to \$0.7 million for the quarter ended June 30, 2014, compared with \$0.6 million for the quarter ended June 30, 2013. This increase resulted primarily from commissions paid on higher direct product sales in the United States and increased marketing expenses. As a percentage of total product sales, sales and marketing expenses were 13% for the quarter ended June 30, 2014, compared with 16% for the quarter ended June 30, 2013.

**Table of Contents***Research and development expenses*

	Quarter ended June 30,		2013		Change	
	2014		2013			
	Amount	% of revenue	Amount	% of revenue	Amount	%
	(in thousands, except percentages)					
<b>Research and development expenses:</b>						
MosaiQ™ research and development	\$ 3,248	55%	\$ 1,286	19%	\$ 1,962	153%
Other research and development	442	7%	410	6%	32	8%
Grant income	(5)		(78)	-1%	73	-94%
<b>Total research and development expenses</b>	<b>\$ 3,685</b>	<b>62%</b>	<b>\$ 1,618</b>	<b>24%</b>	<b>\$ 2,067</b>	<b>128%</b>

Research and development expenses increased by \$2.1 million to \$3.7 million for the quarter ended June 30, 2014, compared with \$1.6 million for the quarter ended June 30, 2013, reflecting increased expenditure for MosaiQ and reduced government grant income. As a percentage of total revenue, research and development expenses increased to 62% for the quarter ended June 30, 2014, compared with 24% for the quarter ended June 30, 2013.

*General and administrative expenses*

General and administrative expenses increased by 86% to \$3.5 million for the quarter ended June 30, 2014, compared with \$1.9 million for the quarter ended June 30, 2013, reflecting greater personnel-related costs, including recent management additions, increased facility rental charges and increased corporate costs, including costs related to the Company's transition to a public company. We recognized \$0.2 million of stock compensation expense in the quarter ended June 30, 2014 compared with \$0.2 million in the quarter ended June 30, 2013. In the quarter ended June 30, 2014, we also recognized an expense of \$0.3 million related to a management bonus due upon the completion of our initial public offering. As a percentage of total revenue, general and administrative expenses increased to 59% for the quarter ended June 30, 2014, compared with 28% for the quarter ended June 30, 2013.

*Other income (expense)*

Net interest expense was \$0.5 million for the quarter ended June 30, 2014, compared with \$0.1 million for the quarter ended June 30, 2013. Interest expense in the quarter ended in the quarter ended June 30, 2014 primarily consisted of interest charges on \$15.0 million of borrowings from MidCap Financial LLC, which bore interest at LIBOR plus 6.7% (with a LIBOR floor of 2.00%). Interest expense in the quarter ended June 30, 2013 primarily consisted of interest charges on \$3.0 million of borrowings from Haemonetics, Inc., which bore interest at 7.5% per annum. Part of the proceeds of the MidCap financial borrowings were used to repay the Haemonetics borrowings in full on December 9, 2013. Other expense for the quarter ended June 30, 2014 included an exceptional charge of \$0.6 million related to the portion of fees associated with our initial public offering that were attributable to the issuance of ordinary share warrants, a gain of \$3.6 million arising from the change in the fair value of our ordinary share warrants, \$0.4 million related to the settlement of a dispute with Scottish National Blood Transfusion Service and a two year extension of our lease on our Scottish manufacturing plant where Scottish National Blood Transfusion Service are the landlord and \$0.2 million of foreign exchange losses arising on monetary assets and liabilities denominated in foreign currencies.



---

**Table of Contents****Quarterly Results of Operations**

Our quarterly product sales can fluctuate depending upon the shipment cycles for our red blood cell-based products, which account for approximately two-thirds of our current product sales. For these products, we typically experience 13 shipping cycles per year. This equates to three shipments of each product per quarter, except for one quarter per year when four shipments occur, which typically take place in the first and second quarter of the fiscal year. The timing of shipment of bulk antisera products to our OEM customers may also move revenues from quarter to quarter. We also experience some seasonality in demand around holiday periods in both Europe and the United States. As a result of these factors, we expect to continue to see seasonality and quarter-to-quarter variations in our product sales. The timing of product development fees included in other revenues is mostly dependent upon the achievement of pre-negotiated project or revenue milestones.

**Liquidity and Capital Resources**

Since our commencement of operations in 2007, we have incurred net losses and negative cash flows from operations. During the quarter ended June 30, 2014, we had a net loss of \$2.6 million and used \$4.8 million of cash for operating activities. We earned a net profit of \$0.4 million and used \$2.6 million of cash for operating activities during the quarter ended June 30, 2013. As described under results of operations, this use of cash was primarily attributable to our investment in the development of MosaiQ . As of June 30, 2014, we had an accumulated deficit of \$17.9 million.

Prior to our initial public offering, our principal source of funding had been investment in new share capital by our shareholders. From our incorporation in 2012 to March 31, 2014, we raised \$18.5 million of gross proceeds through the private placement of preference shares. On April 30, 2014, we completed our initial public offering of 5,000,000 units at a price of \$8.00 per unit, each consisting of one ordinary share and one warrant to purchase 0.8 of one ordinary share, and received net proceeds of \$37.2 million after deducting underwriting discounts and commissions. Other costs of the offering, apart from underwriting discounts and commissions, were approximately \$3.5 million. The warrants are exercisable at an exercise price of \$8.80 per whole ordinary share beginning July 24, 2014 and will expire on October 25, 2015. In the year ended March 31, 2014, we also incurred net new borrowings of \$11.6 million.

As of June 30, 2014, we had cash and cash equivalents of \$32.0 million, which included \$0.4 million of cash held in a restricted account as part of the arrangements relating to the lease of our property in Eysins, Switzerland.

***Cash Flows for the Quarters Ended June 30, 2014 and 2013******Operating activities***

Net cash used in operating activities was \$4.8 million during the quarter ended June 30, 2014, which included net losses of \$2.6 million and non-cash items of \$3.0 million. Non-cash items were depreciation and amortization expense of \$0.3 million, amortization of deferred debt issue costs of \$0.2 million, share-based compensation expense of \$0.2 million, offset by amortization of lease incentives of \$0.1 million and the change in the liability in respect of our ordinary share warrants of \$3.6 million. We also experienced a net cash inflow of \$0.9 million from changes in operating assets and liabilities during the period, consisting primarily of a \$1.7 million reduction of other assets offset by an \$0.8 million increase in accounts receivable and a \$0.1 million reduction in accounts payable, accrued liabilities and accrued compensation and benefits.

Net cash used in operating activities was \$2.6 million during the quarter ended June 30, 2013, which included net income of \$0.4 million and non-cash items of \$0.3 million. Non-cash items were depreciation and amortization expense of \$0.1 million and share-based compensation expense of \$0.2 million. We also had a net cash outflow of

\$3.3 million from changes in operating assets and liabilities during the period, which was primarily related to a \$2.8 million increase in accounts receivable and a \$0.3 million reduction in accounts payable, accrued liabilities and accrued compensation and benefits.

*Investing activities*

Net cash used in investing activities was \$4.9 million and \$37,000 for the quarters ended June 30, 2014 and June 30, 2013, respectively. Purchases of property and equipment in the quarter ended June 30, 2014 included \$0.8 million related to the conversion of our Eysins, Switzerland manufacturing facility and the building of our new MosaiQ™ development laboratory in Edinburgh, Scotland, \$3.9 million related to the design and building of the manufacturing system for MosaiQ™ consumables and \$0.2 million related to our conventional reagent operations.

## **Table of Contents**

### *Financing activities*

Net cash provided by financing activities was \$34.4 million during the quarter ended June 30, 2014, consisting primarily of share issuance net proceeds of \$34.3 million, and \$0.1 million of net capital lease receipts. Net cash provided by financing activities during the quarter ended June 30, 2013 was \$0.1 million comprising \$150,000 from the issuance of preference shares and \$49,000 of capital lease payments.

### **Operating and Capital Expenditure Requirements**

We have not achieved profitability on an annual basis since we commenced operations in 2007 and we expect to incur net losses for at least the next several years. We expect that our operating expenses will increase as we continue to invest in MosaiQ™, grow our customer base, expand our marketing and distribution channels, hire additional employees and invest in other product development opportunities.

Additionally, as a public company, we will incur significant audit, legal and other expenses that we did not incur as a private company. We believe that our existing capital resources, including funds available under our term loan with MidCap Financial, together with the net proceeds from our initial public offering, will be sufficient to fund our operations for at least the next twelve months. We expect other sources of funding to be available to us to fund our remaining development costs for MosaiQ including commercial partnership funding, the extension or expansion of our credit facilities and the issuance of new equity (including issuances of equity upon the exercise of our warrants).

Our future capital requirements will depend on many factors, including:

our progress in developing and commercializing MosaiQ™ and the cost required to complete development, obtain regulatory approvals and complete our manufacturing scale up;

our ability to enter into arrangements with one or more commercial partners with respect to the commercialization of MosaiQ for the patient testing market;

our ability to manufacture and sell our conventional reagent products, including the costs and timing of further expansion of our sales and marketing efforts;

our ability to collect our accounts receivable;

our ability to generate cash from operations;

any acquisition of businesses or technologies that we may undertake; and

our ability to penetrate our existing market and new markets.

### **Contractual Obligations**

Our contractual obligations and commitment were summarized in our Annual Report on Form 10-K for the year ended March 31, 2014. As discussed in our Annual Report on Form 10-K for the year ended March 31, 2014, we have entered into a development agreement with STRATEC pursuant to which it will develop the initial high-throughput instrument for MosaiQ™. On April 1, 2014, we entered into a manufacturing agreement with STRATEC pursuant to which we will be required to purchase a fixed minimum number of high-throughput instruments during the six years following delivery of the first field trial instruments by STRATEC (the sixth development milestone). Our aggregate obligation under this agreement will total 51.8 million, or \$71.4 million using current exchange rates. The term of the agreement commences upon completion of the fifth development milestone (December 15, 2014) under the development agreement, prior to which it is terminable by us without penalty, and is terminable by either party for certain breaches by the other party or in the event of certain bankruptcy events involving the other party. Other than this new manufacturing agreement, there were no major changes in the nature of our contractual commitments between March 31, 2014 and June 30, 2014.



---

**Table of Contents**

**Critical Accounting Policies and Significant Judgments and Estimates**

We have prepared our consolidated financial statements in accordance with U.S. GAAP. Our preparation of these consolidated financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, expenses and related disclosures at the date of the consolidated financial statements, as well as revenue and expenses during the reporting periods. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could therefore differ materially from these estimates under different assumptions or conditions.

While our significant accounting policies are described in more detail in Note 2 to our consolidated financial statements included in this Quarterly Report on Form 10-Q for the three month period ended June 30, 2014, we believe the following accounting policies to be critical to the judgments and estimates used in the preparation of our financial statements.

***Revenue recognition and accounts receivable***

Revenue is recognized in accordance with Accounting Standards Codification, or ASC, Topic No. 605, Revenue Recognition, when the following four basic criteria have been met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services are rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured. For product sales, the application of this policy results in sales revenue being recorded at the point of delivery of product to the customer.

We also earn revenue from the provision of development services to a small number of OEM customers. These development service contracts are reviewed individually to ensure that our revenue recognition is in accordance with applicable accounting standards, including ASC Topic No. 605. In the last eighteen months, our product development revenues have been commensurate with achieving milestones specified in the respective development agreements relating to those products. These milestones may include the approval of new products by the European or U.S. regulatory authorities, which are not within our control. While there can be no assurance that we will earn product development revenues when milestones are achieved, the nature of the milestones have been such that they effectively represent full completion of a particular part of a development program. As a result, we typically fully recognize milestone-related revenues as the milestones are achieved in accordance with applicable accounting standards.

Under certain development contracts, we also manufacture and supply the customer with finished products once it has been approved for use by relevant regulatory agencies. These agreements reflect both arrangements for product development and the sales prices and other contractual terms for subsequent supply of the product to the customer. Under these development contracts, we view the development service revenue as distinct from subsequent product sales revenue, and we recognize each separately as described above.

Accounts receivable consist primarily of amounts due from OEM customers, hospitals, donor testing laboratories, and distributors. Accounts receivable are reported net of an allowance for uncollectible accounts, which we also refer to as doubtful accounts. The allowance for doubtful accounts represents a reserve for estimated losses resulting from our inability to collect amounts due from our customers. Direct sales, where we may make many low value sales to a large number of customers, represents a larger risk of doubtful accounts, as opposed to OEM customer sales consisting primarily of a small number of well established businesses with whom we have a long trading history. The collectability of our trade receivables balances is regularly evaluated based on a combination of factors such as the ageing profile of our receivables, past history with our customers, changes in customer payment patterns, customer

credit-worthiness and any other relevant factors. Based on these assessments, we adjust the reserve for doubtful accounts recorded in our financial statements.

## **Table of Contents**

### ***Inventories***

We record inventories at the lower of cost (first-in, first-out basis) or market (net realizable value), net of reserves. We record adjustments to inventory based upon historic usage, expected future demand and shelf life of the products held in inventory. We also calculate our inventory value based on the standard cost of each product. This approach requires us to analyze variances arising in the production process to determine whether they reflect part of the normal cost of production, and should therefore be reflected as inventory value, or whether they are a period cost and should thus not be included in inventory.

### ***Intangible assets***

The intangible assets included in our financial statements include intangible assets identified as at the time of the acquisition of the business of Alba Bioscience on August 31, 2007. At the time of this acquisition, we identified intangible assets related to customer relationships, master cell lines and certain other items, which include domain names and product trademarks. The customer relationships have been amortized over a five-year period, which resulted in them becoming fully amortized at August 31, 2012. The other items are being amortized over a seven-year period from August 31, 2007.

The intangible assets related to master cell lines reflect the know-how and market recognition associated with the cell lines, which are used as the source material of certain of our products. These cell lines are maintained by us and have an indefinite life. We have nevertheless decided to amortize the intangible assets over a forty-year period to reflect the possibility of market changes or other events resulting in the lines becoming technically obsolete at some future date. In the event that any of the lines cease to be used, we would record additional amortization at that point.

We also include in intangible assets the costs of obtaining product licenses for our products. These include external costs such as regulatory agency fees associated with the approval and bringing to market of our products once the development is complete. We amortize these over an expected product life of eight years, although if any such product ceased to be produced, we would record additional amortization at that point.

### ***Income taxes***

We account for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax basis of our assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing NOLs and research and development credit carry forwards. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

We follow the accounting guidance for uncertainties in income taxes, which prescribes a recognition threshold and measurement process for recording uncertain tax positions taken, or expected to be taken, in a tax return in the financial statements. Additionally, the guidance also prescribes the derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. We accrue for the estimated amount of taxes for uncertain tax positions if it is more likely than not that we would be required to pay such additional taxes. An uncertain tax position will not be recognized if it has less than a 50% likelihood of being sustained. We did not have any accrued interest or penalties associated with any unrecognized tax positions, and there were no such interest or penalties recognized during the quarter ended June 30, 2014 or the years ended March 31, 2014, 2013 or 2012.

### ***Stock compensation expense***

Stock compensation expense is measured at the grant date based on the fair value of the award and is recognized as an expense in the income statement over the vesting period of the award. The calculation of the stock compensation expense is sensitive to the fair value of the underlying ordinary shares. The fair value of the award at the grant date is calculated using the Black-Scholes model, which uses a number of assumptions to determine the fair value. Details of the assumptions used are set out in the notes to the financial statements included in this quarterly report.

### **Off-Balance Sheet Arrangements**

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or for any other contractually narrow or limited purpose.

- 30 -

## **Table of Contents**

### **Recent Accounting Pronouncements**

We have considered recent accounting pronouncements and determined that they are either not applicable to our business or that no material effect is expected on the consolidated financial statements as a result of future adoption.

### **JOBS Act**

Under the Jumpstart Our Business Startups Act of 2012, emerging growth companies that become public can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risks in the ordinary course of our business. These market risks are principally limited to interest rate fluctuations and foreign currency exchange rate fluctuations.

#### **Interest rate sensitivity**

We are exposed to market risk related to changes in interest rates as it impacts our interest income and expense.

**Cash and cash equivalents.** At June 30, 2014, we had cash and cash equivalents of \$32.0 million. Our exposure to market risk includes interest income sensitivity, which is impacted by changes in the general level of U.S. and European interest rates. Our cash and cash equivalents are held in interest-bearing savings and bank accounts. We do not enter into investments for trading or speculative purposes. Due to the current levels of interest rates, we do not believe an immediate one percentage point change in interest rates would have a material effect on the fair market value of our portfolio, and therefore we do not expect our operating results or cash flows to be significantly affected by changes in market interest rates.

**Term loan facility.** In December 2013, we entered into a \$15.0 million term loan with MidCap Financial LLC, with the full facility being drawn down at the outset. The term loan carries a variable interest rate of 6.7% above LIBOR, with a LIBOR floor of 2.00%. If there is a rise in LIBOR interest rates above 2.00%, our debt service obligation would increase even though the amount borrowed remained the same, which would affect our results of operations, financial condition and liquidity. Assuming no change in our debt obligations from the amount drawn down under the term loan, a hypothetical one percentage point change in underlying variable rates would not currently change our annual interest expense and cash flow from operations.

#### **Foreign currency exchange risk**

We are subject to market risks arising from changes in foreign currency exchange rates and interest rates. Our UK operations have a functional currency of Pounds Sterling and have certain assets and liabilities that are denominated in U.S. Dollars and Euros. Accordingly, fluctuations in the U.S. Dollar versus Pounds Sterling and U.S. Dollar versus Euro exchange rate give rise to exchange gains and losses. These gains and losses arise from the conversion of U. S. Dollars and Euros to Pounds Sterling and the retranslation of cash, accounts receivable and intercompany indebtedness.

Prior to the completion of our initial public offering on April 30, 2014, we attempted to manage the net amounts held by entities outside the UK at any particular time to a net balance of less than \$1 million. The net balance fluctuated from time to time, but we estimate that a hypothetical instantaneous 5% devaluation of the U.S. Dollar against the Pound Sterling and the Euro would give rise to recognition of an exchange gain (which for financial reporting purposes would be netted against, and therefore reduce, other expenses) of less than \$0.1 million, before income tax effects. On the same basis, we estimate that a hypothetical instantaneous 5% devaluation of the Pound Sterling and Euro against the U.S. Dollar would give rise to recognition of an exchange loss (which for financial reporting purposes would be included in other expenses) of less than \$0.1 million before income tax effects.

---

## **Table of Contents**

Following the completion of our initial public offering, meaningful cash balances are now held by entities outside the UK in a mixture of Euros, Pounds Sterling and Swiss francs based upon the currency and amount of expected MosaiQ™ development expenditures. Because these cash balances may not be the same as the functional currencies of the entities in which they are held, exchange rate fluctuations may result in foreign exchange gains and losses on our income statement until the planned MosaiQ™ development expenditure has been incurred. However, as the cash balances are held in the same currency as the planned MosaiQ™ development expenditures, there is no overall impact on our ability to finance them.

A significant proportion of our revenues are earned in U.S. Dollars, but the costs of our manufacturing operations are payable mainly in Pounds Sterling. We therefore closely monitor the results of our UK operations to address this difference. During the year ended March 31, 2014, the net loss arising in Pounds Sterling from our UK operations amounted to \$11.5 million. This loss was largely due to the conversion of U.S. Dollar revenues into Pounds Sterling. We have entered into forward contracts to hedge against the effects of fluctuations in the U.S. Dollar versus the Pounds Sterling exchange rate. These contracts provide for the conversion of \$300,000 per month to Pounds Sterling at a rate of \$1.51 to £1.00 each month through June 2014. Based on this, a hypothetical instantaneous 5% strengthening of the Pound Sterling against the U.S. Dollar would reduce our net income by \$0.5 million in the year ending March 31, 2015, after taking account of the shelter provided by our existing hedging arrangements through June 2014. Similarly, a hypothetical instantaneous 5% weakening of the Pound Sterling against the U.S. Dollar would increase group net income by \$0.5 million over the same period. Our UK operations also have exposure to fluctuations in the Euro versus Pounds Sterling exchange rate, but to a lesser extent.

We do not use financial instruments for trading or other speculative purposes.

Our management does not believe that inflation in past years has had a significant impact on our results from operations. In the event inflation affects our costs in the future, we will offset the effect of inflation and maintain appropriate margins through increased selling prices.

## **Item 4. Controls and procedures**

### **Evaluation of disclosure controls and procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2014, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our Chief Executive and Chief Financial Officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

### **Changes in internal control over financial reporting**

There have been no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are not currently a party to any pending legal proceedings that we believe could have a material adverse effect on our business or financial condition. However, we may be subject to various claims and legal actions arising in the ordinary course of business from time to time.

- 32 -



## **Table of Contents**

The dispute between our Alba subsidiary and Scottish National Blood Transfusion Service, or SNBTS, referenced in our Form 10-K for the year ended March 31, 2014 was settled on July 17, 2014 through an agreement between the parties. In the agreement, we extended the lease term for our manufacturing facility in Edinburgh, Scotland, where SNBTS is landlord, for a two-year period until August 31, 2016. In exchange, we agreed to pay SNBTS two annual payments of £112,000, or approximately \$190,000 at current exchange rates. No other sums are payable by us to SNBTS in relation to the settlement of this dispute.

### **Item 1A. Risk Factors**

There have been no material changes in the risk factors described in Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended March 31, 2014.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

#### ***Use of Proceeds from Initial Public Offering***

On April 24, 2014, the SEC declared effective our registration statement on Form S-1 (File No. 333-194390) in connection with our initial public offering, pursuant to which we registered an aggregate of 5,000,000 units, each unit consisting of one ordinary share and one warrant to purchase 0.8 of one ordinary share. Each warrant is exercisable during the period commencing on July 24, 2014 and ending at 5:30 p.m. on October 25, 2014 at an exercise price of \$8.80 per whole ordinary share.

The net proceeds from the sale of units in our initial public offering were \$37.2 million after deducting underwriting discounts and commissions. We received these proceeds on April 30, 2014 on closing of the offering. Other costs of the offering, apart from underwriting discounts and commissions, were approximately \$3.0 million. No offering expenses were paid directly or indirectly to any of our directors or officers (or their associates) or persons owning ten percent or more of any class of our equity securities or to any other affiliates. There has been no material change in the planned use of proceeds from our initial public offering from that described in our final prospectus, dated April 24, 2014, filed with the SEC pursuant to Rule 424(b).

The net proceeds of the offering are held in the Group's interest-bearing savings and operating bank accounts. As of June 30, 2014 we estimate that we have used approximately \$5 million of the net proceeds on the conversion of the MosaiQTM manufacturing facility and the design and building of the initial manufacturing system for MosaiQTM consumables and approximately \$3 million on development of the initial MosaiQTM consumables and instrument platform. We intend to use the remainder of the net proceeds from the IPO for expenditures associated with the development and commercial scale-up of MosaiQTM. The amounts and timing of our actual use of proceeds will vary depending on numerous factors, including the factors described under the Risk Factors. As a result, management will retain broad discretion over the allocation of the net proceeds from this offering, and investors will be relying on the judgment of our management regarding the application of the net proceeds.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Quarterly Report, which Exhibit Index is incorporated herein by this reference.

- 33 -

Table of Contents

**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 thereunto duly authorized.

QUOTIENT LIMITED

Date: August 6, 2014

/s/ Paul Cowan  
Paul Cowan

Chief Executive Officer and Chairman of the Board of  
Directors

- 34 -

**Table of Contents****EXHIBIT INDEX**

Exhibit No.	Description
31.1	Certification of Paul Cowan, Chairman and Chief Executive pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Stephen Unger, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Paul Cowan, Chairman and Chief Executive pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Stephen Unger, Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets (unaudited), (ii) Condensed Consolidated Statements of Comprehensive Loss (unaudited), (iii) Condensed Consolidated Statements of Redeemable Convertible Preference Shares and Changes in Shareholders' Deficit (unaudited), (iv) Condensed Consolidated Statements of Cash Flows (unaudited) and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.

\* Pursuant to Rule 406T of Regulation S-T, these Interactive Data Files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.