

Quotient Ltd
Form 10-Q
October 31, 2017

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 September 30, 2017

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.)

B1, Business Park Terre Bonne,
Route de Crassier 13,

Not Applicable

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1262 Eysins, Switzerland
(Address of principal executive offices) (Zip Code)

011-41-22-716-9800

(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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a small reporting company) Smaller reporting company

Emerging growth company

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

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 October 30, 2017 there were 45,559,214 Ordinary Shares, nil par value, of Quotient Limited outstanding.

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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,” “project,” “potential,” “will,” “would,” “could,” “should,” “continue,” “contemplate,” “might,” “design” and other similar expressions, although 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 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, including the achievement of product development milestones and proceeds from exercises of our outstanding warrants, and our estimates regarding our capital requirements and capital expenditures; and
- our plans for executive and director compensation for the future.

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, 2017, 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

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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.

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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 that makes available reports, proxy statements and other information regarding issuers that file electronically.

We make available free of charge at 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, we do not incorporate any such website or its contents into this Quarterly Report on Form 10-Q.

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)

	September 30, 2017	March 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$9,131	\$4,754
Short-term investments	10,686	16,057
Trade accounts receivable, net	2,458	2,556
Inventories	15,223	13,636
Prepaid expenses and other current assets	3,941	3,629
Total current assets	41,439	40,632
Cash reserve account	5,040	5,040
Property and equipment, net	74,891	63,530
Intangible assets, net	847	769
Total assets	\$122,217	\$109,971
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$7,484	\$10,782
Accrued compensation and benefits	3,131	3,641
Accrued expenses and other current liabilities	17,864	13,509
Current portion of lease incentive	437	422
Current portion of capital lease obligation	1,472	1,374
Total current liabilities	30,388	29,728
Long-term debt	83,586	80,704
Lease incentive, less current portion	655	844
Capital lease obligation, less current portion	439	174
Defined benefit pension plan obligation	5,727	5,337
7% Cumulative redeemable preference shares	17,800	17,275
Total liabilities	138,595	134,062
Commitments and contingencies	—	—
Shareholders' deficit		
Ordinary shares (nil par value) 37,694,531 and 29,567,698 issued and outstanding at		
September 30, 2017 and March 31, 2017 respectively	217,883	172,617
Additional paid in capital	18,357	15,885
Accumulated other comprehensive loss	(17,388)	(19,292)
Accumulated deficit	(235,230)	(193,301)
Total shareholders' deficit	(16,378)	(24,091)

Total liabilities and shareholders' deficit	\$ 122,217	\$ 109,971
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The accompanying notes form an integral part of these consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (unaudited)

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

	Quarter ended September 30,		Six months ended September 30,	
	2017	2016	2017	2016
Revenue:				
Product sales	\$5,910	\$4,844	\$12,136	\$10,561
Other revenues	—	1,300	600	1,300
Total revenue	5,910	6,144	12,736	11,861
Cost of revenue	(2,786)	(2,761)	(5,618)	(5,852)
Gross profit	3,124	3,383	7,118	6,009
Operating expenses:				
Sales and marketing	(1,869)	(1,273)	(3,551)	(2,530)
Research and development, net of government grants	(13,341)	(14,495)	(26,014)	(26,296)
General and administrative expense:				
Compensation expense in respect of share options and				
management equity incentives	(1,187)	(1,083)	(2,472)	(1,981)
Other general and administrative expenses	(4,787)	(4,043)	(10,047)	(9,091)
Total general and administrative expense	(5,974)	(5,126)	(12,519)	(11,072)
Total operating expense	(21,184)	(20,894)	(42,084)	(39,898)
Operating loss	(18,060)	(17,511)	(34,966)	(33,889)
Other income (expense):				
Interest expense, net	(4,197)	(1,213)	(8,407)	(2,384)
Other, net	565	1,366	1,444	2,680
Other income (expense), net	(3,632)	153	(6,963)	296
Loss before income taxes	(21,692)	(17,358)	(41,929)	(33,593)
Provision for income taxes	—	—	—	—
Net loss	\$(21,692)	\$(17,358)	\$(41,929)	\$(33,593)
Other comprehensive income (loss):				
Change in fair value of effective portion of foreign				
currency cash flow				
hedges	\$128	\$29	\$473	\$(234)
Change in unrealized gain on short-term investments	(6)	—	32	—
Foreign currency gain (loss)	(504)	(594)	1,312	(3,903)
Provision for pension benefit obligation	44	46	87	87
Other comprehensive income (loss), net	(338)	(519)	1,904	(4,050)
Comprehensive loss	\$(22,030)	\$(17,877)	\$(40,025)	\$(37,643)
Net loss available to ordinary shareholders - basic and				
diluted	\$(21,692)	\$(17,358)	\$(41,929)	\$(33,593)
Loss per share - basic and diluted	\$(0.58)	\$(0.62)	\$(1.13)	\$(1.25)
Weighted-average shares outstanding - basic and diluted	37,657,409	28,123,334	37,223,957	26,774,378

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

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
(unaudited)

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

	Accumulated					Total Shareholders' Equity (Deficit)
	Ordinary shares Shares	Amount	Additional paid in capital	Other Comprehensive Loss	Accumulated Deficit	
March 31, 2017	29,567,698	\$172,617	\$ 15,885	\$ (19,292)	\$ (193,301)	\$ (24,091)
Issue of Shares , net of Issue Costs of \$243	8,050,000	45,159	—	—	—	45,159
Issue of shares upon exercise of incentive						
share options and vesting of RSUs	76,833	107	—	—	—	107
Net loss	—	—	—	—	(41,929)	(41,929)
Change in the fair value of the effective						
portion of foreign currency cash						
flow hedges	—	—	—	473	—	473
Unrealized gain on short-term investments	—	—	—	32	—	32
Foreign currency gain (loss) on: Long-term investment nature intra-	—	—	—	—	—	—
entity balances	—	—	—	—	—	—