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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Quanterix Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

Quanterix™

April 30, 2018

To Our Stockholders:

You are cordially invited to attend the 2018 annual meeting of stockholders of Quanterix Corporation to be held at 2:00 p.m. ET on Wednesday, June 13, 2018 at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. at One Financial Center, Boston, MA 02111.

Details regarding the meeting, the business to be conducted at the meeting, and information about Quanterix Corporation that you should consider when you vote your shares are described in the accompanying proxy statement.

At the annual meeting, two persons will be elected to our board of directors. In addition, we will ask stockholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018. The board of directors recommends the approval of each of these proposals. Such other business will be transacted as may properly come before the annual meeting.

Under Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders over the Internet, we have elected to deliver our proxy materials to the majority of our stockholders over the Internet. This delivery process allows us to provide stockholders with the information they need, while at the same time conserving natural resources and lowering the cost of delivery. On April 30, 2018, we intend to begin sending to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement for our 2018 Annual Meeting of Stockholders and our 2017 annual report to stockholders. The Notice also provides instructions on how to vote online or by telephone and how to receive a paper copy of the proxy materials by mail.

We hope you will be able to attend the annual meeting. Whether you plan to attend the annual meeting or not, it is important that you cast your vote either in person or by proxy. You may vote over the Internet as well as by telephone or by mail. When you have finished reading the proxy statement, you are urged to vote in accordance with the instructions set forth in the proxy statement. We encourage you to vote by proxy so that your shares will be represented and voted at the meeting, whether or not you can attend.

Thank you for your continued support of Quanterix Corporation. We look forward to seeing you at the annual meeting.

Sincerely,

/s/ E. KEVIN HRUSOVSKY

E. Kevin Hrusovsky

Chairman, President and Chief Executive Officer

QUANTERIX CORPORATION

113 Hartwell Avenue
Lexington, Massachusetts 02421

April 30, 2018

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

TIME: 2:00 p.m. ET

DATE: Wednesday, June 13, 2018

PLACE: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, MA 02111

PURPOSES:

1. To elect two directors to serve three-year terms expiring in 2021;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
3. To transact such other business that is properly presented at the annual meeting and any adjournments or postponements thereof.

WHO MAY VOTE:

You may vote if you were the record owner of Quanterix Corporation common stock at the close of business on April 20, 2018. A list of stockholders of record will be available at the annual meeting and, during the 10 days prior to the annual meeting, at our principal executive offices located at 113 Hartwell Avenue, Lexington, Massachusetts 02421.

All stockholders are cordially invited to attend the annual meeting. **Whether you plan to attend the annual meeting or not, we urge you to vote by following the instructions in the Notice of Internet Availability of Proxy Materials that you previously received and submit your proxy by the Internet, telephone or mail in order to ensure the presence of a quorum.** You may change or revoke your proxy at any time before it is voted at the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ BRIAN P. KEANE

Brian P. Keane
General Counsel and Secretary

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QUANTERIX CORPORATION

113 Hartwell Avenue
Lexington, Massachusetts 02421

PROXY STATEMENT FOR QUANTERIX CORPORATION 2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 13, 2018

This proxy statement, along with the accompanying Notice of 2018 Annual Meeting of Stockholders, contains information about the 2018 annual meeting of stockholders of Quanterix Corporation, including any adjournments or postponements of the annual meeting. We are holding the annual meeting at 2:00 p.m. ET on Wednesday, June 13, 2018 at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. located at One Financial Center, Boston, MA 02111.

In this proxy statement, we refer to Quanterix Corporation as "Quanterix," "the Company," "we" and "us."

This proxy statement relates to the solicitation of proxies by our board of directors for use at the annual meeting.

On or about April 30, 2018, we intend to begin sending the Important Notice Regarding the Availability of Proxy Materials to stockholders entitled to vote at the annual meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 13, 2018

This proxy statement and our 2017 annual report to stockholders are available for viewing, printing and downloading at www.investorvote.com/qtrx. To view these materials, please have your 12-digit control number(s) available that appears on your Notice or proxy card. On this website, you can also elect to receive future distributions of our proxy statements and annual reports to stockholders by electronic delivery.

Additionally, you can find a copy of our Annual Report on Form 10-K, which includes our financial statements, for the fiscal year ended December 31, 2017 on the website of the Securities and Exchange Commission, or the SEC, at www.sec.gov, or in the "SEC Filings" section of the "Financial Information" section of the "Investors" section of our website at www.quanterix.com. You may also obtain a printed copy of our Annual Report on Form 10-K, including our financial statements, free of charge, from us by sending a written request to: Quanterix Corporation, Attn: Investor Relations, 113 Hartwell Avenue, Lexington, Massachusetts 02421. Exhibits will be provided upon written request and payment of an appropriate processing fee.

IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Why is the Company Soliciting My Proxy?

Our board of directors is soliciting your proxy to vote at the 2018 annual meeting of stockholders to be held at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. located at One Financial Center, Boston, MA 02111, on Wednesday, June 13, 2018, at 2:00 p.m. ET, and any adjournments or postponements of the meeting, which we refer to as the annual meeting. This proxy statement, along with the accompanying Notice of Annual Meeting of Stockholders, summarizes the purposes of the meeting and the information you need to know to vote at the annual meeting.

We have made available to you on the Internet or have sent you this proxy statement, the Notice of Annual Meeting of Stockholders, the proxy card and a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 because you owned shares of our common stock on the record date. We intend to commence distribution of the Important Notice Regarding the Availability of Proxy Materials, which we refer to throughout this proxy statement as the Notice, and, if applicable, proxy materials to stockholders on or about April 30, 2018.

Why Did I Receive a Notice in the Mail Regarding the Internet Availability of Proxy Materials Instead of a Full Set of Proxy Materials?

As permitted by the rules of the U.S. Securities and Exchange Commission, or the SEC, we may furnish our proxy materials to our stockholders by providing access to such documents on the Internet, rather than mailing printed copies of these materials to each stockholder. Most stockholders will not receive printed copies of the proxy materials unless they request them. We believe that this process should expedite stockholders' receipt of proxy materials, lower the costs of the annual meeting and help to conserve natural resources. If you received a Notice by mail or electronically, you will not receive a printed or email copy of the proxy materials, unless you request one by following the instructions included in the Notice. Instead, the Notice instructs you as to how you may access and review all of the proxy materials and submit your proxy on the Internet. If you requested a paper copy of the proxy materials, you may authorize the voting of your shares by following the instructions on the proxy card, in addition to the other methods of voting described in this proxy statement.

Who Can Vote?

Only stockholders who owned our common stock at the close of business on April 20, 2018 are entitled to vote at the annual meeting. On this record date, there were 21,958,025 shares of our common stock outstanding and entitled to vote. Our common stock is our only class of voting stock.

You do not need to attend the annual meeting to vote your shares. Shares represented by valid proxies, received in time for the annual meeting and not revoked prior to the annual meeting, will be voted at the annual meeting. For instructions on how to change or revoke your proxy, see "May I Change or Revoke My Proxy?" below.

How Many Votes Do I Have?

Each share of our common stock that you own entitles you to one vote.

How Do I Vote?

Whether you plan to attend the annual meeting or not, we urge you to vote by proxy. All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via Internet or telephone. You may specify whether your shares should be voted for or withheld for each nominee for director and whether your shares should be voted for, against or abstain with respect to the other proposal. If you

properly submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the board of director's recommendations as noted below. Voting by proxy will not affect your right to attend the annual meeting. If your shares are registered directly in your name through our stock transfer agent, Computershare Trust Company N.A., or you have stock certificates registered in your name, you may vote:

- **By Internet or by telephone.** Follow the instructions included in the Notice or, if you received printed materials, in the proxy card to vote over the Internet or by telephone.
- **By mail.** If you received a proxy card by mail, you can vote by mail by completing, signing, dating and returning the proxy card as instructed on the card. If you sign the proxy card but do not specify how you want your shares voted, they will be voted in accordance with the board of director's recommendations as noted below.
- **In person at the meeting.** If you attend the meeting, you may deliver a completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 1:00 a.m. ET on June 13, 2018.

If your shares are held in "street name" (held in the name of a bank, broker or other holder of record), you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to stockholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the annual meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the annual meeting in order to vote.

How Does the Board of Directors Recommend That I Vote on the Proposals?

The board of directors recommends that you vote as follows:

- **"FOR"** the election of the nominees for director; and
- **"FOR"** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018.

If any other matter is presented at the annual meeting, your proxy provides that your shares will be voted by the proxy holder listed in the proxy in accordance with his best judgment. At the time this proxy statement was first made available, we knew of no matters that needed to be acted on at the annual meeting, other than those discussed in this proxy statement.

May I Change or Revoke My Proxy?

If you give us your proxy, you may change or revoke it at any time before the annual meeting. You may change or revoke your proxy in any one of the following ways:

- if you received a proxy card, by signing a new proxy card with a date later than your previously delivered proxy and submitting it as instructed above;
- by re-voting by Internet or by telephone as instructed above;
- by notifying our Corporate Secretary in writing before the annual meeting that you have revoked your proxy; or
- by attending the annual meeting in person and voting in person. Attending the annual meeting in person will not in and of itself revoke a previously submitted proxy. You must specifically request at the annual meeting that it be revoked.

Your most current vote, whether by telephone, Internet or proxy card is the one that will be counted.

What if I Receive More Than One Notice or Proxy Card?

You may receive more than one Notice or proxy card if you hold shares of our common stock in more than one account, which may be in registered form or held in street name. Please vote in the manner described above under "How Do I Vote?" for each account to ensure that all of your shares are voted.

Will My Shares be Voted if I Do Not Vote?

If your shares are registered in your name or if you have stock certificates, they will not be counted if you do not vote as described above under "How Do I Vote?" If your shares are held in street name and you do not provide voting instructions to the bank, broker or other nominee that holds your shares as described above, the bank, broker or other nominee that holds your shares has the authority to vote your unvoted shares only on the ratification of the appointment of our independent registered public accounting firm without receiving instructions from you. Therefore, we encourage you to provide voting instructions to your bank, broker or other nominee. This ensures your shares will be voted at the annual meeting and in the manner you desire. A "broker non-vote" will occur if your broker cannot vote your shares on a particular matter because it has not received instructions from you and does not have discretionary voting authority on that matter or because your broker chooses not to vote on a matter for which it does have discretionary voting authority.

What Vote is Required to Approve Each Proposal and How are Votes Counted?

Proposal 1: Elect Directors

The two nominees for director who receive the most votes (also known as a "plurality" of the votes cast) will be elected. You may vote either FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one or more of the nominees. Votes that are withheld will not be included in the vote tally for the election of the directors. Brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name for the election of the directors. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

Proposal 2: Ratify Appointment of Independent Registered Public Accounting Firm

The affirmative vote of a majority of the shares cast affirmatively or negatively for this proposal is required to ratify the appointment of our independent registered public accounting firm. Abstentions will have no effect on the results of this vote. Brokerage firms have authority to vote customers' unvoted shares held by the firms in street name on this proposal. If a broker does not exercise this authority, such broker non-votes will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to select our independent registered public accounting firm. However, if our stockholders do not ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2018, the audit committee of our board of directors will reconsider its appointment.

Is Voting Confidential?

We will keep all the proxies, ballots and voting tabulations private. We only let our Inspector of Election, Computershare Trust Company, N.A., examine these documents. Management will not know how you voted on a specific proposal unless it is necessary to meet legal requirements. We will, however, forward to management any written comments you make on the proxy card or that you otherwise provide.

Where Can I Find the Voting Results of the Annual Meeting?

The preliminary voting results will be announced at the annual meeting, and we will publish preliminary, or final results if available, in a Current Report on Form 8-K within four business days of the annual meeting. If final results are unavailable at the time we file the Form 8-K, then we will file an amended report on Form 8-K to disclose the final voting results within four business days after the final voting results are known.

What Are the Costs of Soliciting these Proxies?

We will pay all of the costs of soliciting these proxies. Our directors and employees may solicit proxies in person or by telephone, fax or email. We will pay these employees and directors no additional compensation for these services. We will ask banks, brokers and other institutions, nominees and fiduciaries to forward these proxy materials to their principals and to obtain authority to execute proxies. We will then reimburse them for their expenses.

What Constitutes a Quorum for the Annual Meeting?

The presence, in person or by proxy, of the holders of a majority of the voting power of all outstanding shares of our common stock entitled to vote at the annual meeting is necessary to constitute a quorum at the annual meeting. Votes of stockholders of record who are present at the annual meeting in person or by proxy, abstentions, and broker non-votes are counted for purposes of determining whether a quorum exists.

Attending the Annual Meeting

The annual meeting will be held at 2:00 p.m. ET on Wednesday, June 13, 2018 at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C. located at the meeting site. When you arrive at One Financial Center, signs will direct you to the appropriate meeting rooms. You need not attend the annual meeting in order to vote.

Householding of Annual Disclosure Documents

SEC rules concerning the delivery of annual disclosure documents allow us or your broker to send a single Notice or, if applicable, a single set of our proxy materials to any household at which two or more of our stockholders reside, if we or your broker believe that the stockholders are members of the same family. This practice, referred to as "householding," benefits both you and us. It reduces the volume of duplicate information received at your household and helps to reduce our expenses. The rule applies to our Notices, annual reports, proxy statements and information statements. Once you receive notice from your broker or from us that communications to your address will be "household," the practice will continue until you are otherwise notified or until you revoke your consent to the practice. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

If your household received a single Notice or, if applicable, a single set of proxy materials this year, but you would prefer to receive your own copy, please contact our transfer agent, Computershare Trust Company, N.A., by calling their toll free number, 1-800-736-3001.

If you do not wish to participate in "householding" and would like to receive your own Notice or, if applicable, set of our proxy materials in future years, follow the instructions described below. Conversely, if you share an address with another stockholder and together both of you would like to receive only a single Notice or, if applicable, set of proxy materials, follow these instructions:

- If your shares are registered in your own name, please contact our transfer agent, Computershare Trust Company, N.A., and inform them of your request by calling them at 1-800-736-3001 or writing them at Computershare Trust Company, N.A., P.O. Box 505000, Louisville, KY 40233-5000.
- If a broker or other nominee holds your shares, please contact the broker or other nominee directly and inform them of your request. Be sure to include your name, the name of your brokerage firm and your account number.

Electronic Delivery of Company Stockholder Communications

Most stockholders can elect to view or receive copies of future proxy materials over the Internet instead of receiving paper copies in the mail.

You can choose this option and save the Company the cost of producing and mailing these documents by:

- following the instructions provided on your Notice or proxy card;
- following the instructions provided when you vote over the Internet; or
- going to www.computershare.com and logging into the Investor Center to follow the instructions provided.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of April 20, 2018 for (a) the executive officers named in the Summary Compensation Table on page 23 of this proxy statement, (b) each of our directors and director nominees, (c) all of our current directors and executive officers as a group and (d) each stockholder known by us to own beneficially more than 5% of our common stock. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. We deem shares of common stock that may be acquired by an individual or group within 60 days of April 20, 2018 pursuant to the exercise of options, warrants or the vesting of restricted stock units to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them based on information provided to us by these stockholders. Percentage of ownership is based on 21,958,025 shares of common stock outstanding on April 20, 2018.

<u>Name and Address of Beneficial Owner</u>	<u>Shares Beneficially Owned(1)</u>	
	<u>Number</u>	<u>Percent</u>
Principal Stockholders		
ARCH Venture Partners and affiliated funds(1) 8755 West Higgins Avenue, Suite 1025 Chicago, IL 60631	3,949,685	18.0%
Bain Capital Ventures Entities(2) 200 Clarendon Street Boston, MA 02116	2,136,085	9.7%
bioMérieux SA(3) 376 Chemin de l'Orme, 69280 Marcy l'Étoile, France	2,055,632	9.4%
Flagship Ventures Fund 2004, L.P.(4) 55 Cambridge Parkway, Suite 800E Cambridge, MA 02142	2,030,495	9.2%
Entities affiliated with Fidelity Investments(5) 245 Summer Street Boston, MA 02210	1,204,471	5.5%
Directors and Named Executive Officers		
E. Kevin Hrusovsky(6)	991,202	4.5%
Douglas G. Cole, M.D.(7)	0	*
John M. Connelly(8)	0	*
Keith L. Crandell(9)	3,949,685	18.0%
Marijn Dekkers, Ph.D.(10)	87,100	*
Martin Madaus, Ph.D.(11)	311,137	1.4%
Paul M. Meister(12)	23,335	*
David Walt, Ph.D.(13)	1,215,500	5.5%
Joseph Driscoll(14)	134,606	*
David C. Duffy, Ph.D.(15)	130,839	*
All directors and current executive officers as a group (14 persons)(16)	7,180,428	31.6%

* Represents beneficial ownership of less than 1% of the outstanding shares of our common stock.

- (1) Based on a Schedule 13G filed by ARCH Venture Fund VI, L.P. ("ARCH Venture Fund VI"); ARCH Venture Fund VIII Overage, L.P. ("AVF VIII Overage"); ARCH Venture Partners VI, L.P. ("AVP VI LP"); ARCH Venture Partners VI, LLC ("AVP VI LLC"); ARCH Venture Partners VIII, LLC ("AVP VIII LLC"); and Keith Crandell ("Crandell"), Clinton Bybee ("Bybee") and Robert Nelsen ("Nelsen") (collectively, the "Managing Directors" and individually, each a "Managing Director") with the SEC on February 2, 2018, which reported ownership as of December 31, 2017. ARCH Venture Fund VI is the record owner of 2,412,001 shares of common stock, which includes 10,333 shares of common stock issuable upon the exercise of warrants (the "ARCH VI Shares") and AVF VIII Overage is the record holder of 1,537,684 shares of common stock (the "ARCH Overage Shares"; combined with ARCH VI Shares, the "Arch Shares") as of December 31, 2017. AVP VI LP, as the sole general partner of ARCH Venture Fund VI, may be deemed to beneficially own the AVF VI Shares. AVP VI LLC, as the sole general partner of AVP VI LP, may be deemed to beneficially own the AVF VI Shares. AVP VIII LLC, as the sole general partner of AVF VIII Overage, may be deemed beneficially own the ARCH VIII Overage Shares. As managing directors of AVP VI LP and AVP VIII LLC, each Managing Director may also be deemed to share the power to direct the disposition and vote of the ARCH Shares. The Managing Directors disclaim beneficial ownership of the ARCH Shares, except to the extent of any pecuniary interest therein.
- (2) Based on a Schedule 13G filed by (1) Bain Capital Venture Fund 2005, L.P. ("Fund 2005"), (2) BCIP Associates III, LLC ("BCIP III"), and (3) BCIP Associates III-B, LLC ("BCIP III-B" and together with Fund 2005 and BCIP III, the "Bain Capital Entities") with the SEC on February 14, 2018, which reported ownership as of December 31, 2017. Bain Capital Venture Investors, LLC, a Delaware limited liability company ("BCVI"), is the general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the general partner of Fund 2005. Boylston Coinvestors, LLC ("Boylston"), is the managing partner of (i) BCIP Associates III ("BCIPA III"), which is the manager of BCIP III, and (ii) BCIP Associates III-B ("BCIPA III-B"), which is the manager of BCIP III-B. The governance, investment strategy and decision-making process with respect to the investments held by all of the Bain Capital Entities is directed by the Executive Committee of BCVI, which consists of Michael A. Krupka and Ajay Agarwal. As a result, BCVI and Messrs. Krupka and Agarwal may be deemed to share voting and dispositive power with respect to all of the shares of common stock held by all of the Reporting Persons. As of December 31, 2017, Fund 2005 held 1,865,010 shares of common stock, which includes 8,931 shares of common stock issuable upon the exercise of warrants, BCIP III held 265,727 shares of common stock, which includes and 1,272 shares of common stock issuable upon the exercise of warrants, and BCIP III-B held 5,348 shares of common stock, which includes 25 shares of common stock issuable upon the exercise of warrants. As a result of the foregoing, the Bain Capital Entities may collectively be deemed to beneficially own in the aggregate 2,136,085 shares of common stock.
- (3) Based on a Schedule 13G filed by bioMérieux SA ("bioMérieux") with the SEC on February 14, 2018, which reported ownership as of December 31, 2017. The board of directors of bioMérieux consists of Jean-Luc Belingard, Alexandre Mérieux, Alain Mérieux, Marie-Hélène Habert, Michele Palladino, Philippe Gillet, Agnès Lemarchand, Philippe Archinard, and Harold Boël, who have shared investment and voting control with respect to the shares held by bioMérieux and may exercise such control only with the support of the majority of the members of the board of directors of bioMérieux. No individual member of the board of directors of bioMérieux is deemed to hold any beneficial ownership or reportable pecuniary interest in the shares held by bioMérieux.
- (4) Based on a Schedule 13G filed by Flagship Ventures Fund 2004, L.P. ("Fund 2004"), Flagship Ventures General Partner LLC ("Fund 2004 GP"), Noubar B. Afeyan, Ph.D. ("Dr. Afeyan"), and Edwin M. Kania, Jr. ("Mr. Kania") with the SEC on February 14, 2018, which reported ownership as of December 31, 2017. As the general partner of Fund 2004, Fund 2004 GP may be deemed to

beneficially own shares of common stock directly held by Fund 2004. Messrs. Afeyan and Kania, as Managers of Fund 2004 GP, may be deemed to beneficially own shares of common stock beneficially owned by Fund 2004 GP. Douglas G. Cole, M.D., a member of our board of directors, is a managing partner of Flagship Pioneering and a member of the Flagship Ventures General Partner LLC ("GP"), the sole general partner of Fund 2004. Dr. Cole does not have either voting or investment control over Fund 2004's shares and he disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (5) Based on the Schedule 13G filed by FMR LLC and its affiliates with the SEC on February 13, 2018. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B stockholders have entered into a stockholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the stockholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.
- (6) Consists of 893,972 shares of common stock and 97,230 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Mr. Hrusovsky.
- (7) Dr. Cole is a managing partner of Flagship Pioneering but has no voting or investment power with respect to the securities described in footnote 4.
- (8) Mr. Connolly is a senior advisor for Bain Capital Ventures but has no voting or investment power with respect to the securities described in footnote 2.
- (9) Consists of securities held by ARCH Fund VI and ARCH Fund Overage as set forth in footnote 1. Mr. Crandell disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.
- (10) Consists of 77,378 shares of common stock and 9,722 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Dr. Dekkers.
- (11) Consists of 86,171 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Mr. Madaus and 224,966 shares of common stock held by a trust for which Mr. Madaus is a trust advisor who shares voting and investment power over the shares held by the trust.
- (12) Consists of 23,335 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Mr. Meister. Does not include 120,035 shares of common stock held by Woburn Abbey March 2009 Trust, U.D.T. March 31, 2009 as Mr. Meister does not have voting or investment power over the shares held by the trust.
- (13) Consists of 1,215,500 shares of common stock held by Dr. Walt. Does not include 200,684 shares of common stock held by The David R. Walt 2008 Irrevocable Family Trust (the "Walt Trust"), of which his spouse is trustee and has sole voting and investment power over the shares held by the Walt Trust.

- (14) Consists of 134,606 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Mr. Driscoll.
- (15) Consists of 31,113 shares of common stock and 99,726 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Dr. Duffy.
- (16) See footnotes 6 through 15. Also includes an aggregate of 46,671 shares of common stock and 290,353 shares of common stock issuable upon the exercise of stock options exercisable within 60 days of April 20, 2018 held by Ernest Orticerio, our Senior Vice President, Finance and Corporate Development, Bruce Bal, our Vice President of Operations Service and Quality, Mark Roskey, Ph.D., our Senior Vice President and General Manager of Applications and Reagents, and Dawn Mattoon, our Senior Vice President, Strategic Marketing and Assay Technologies.

MANAGEMENT AND CORPORATE GOVERNANCE

The Board of Directors

Our restated certificate of incorporation and our restated bylaws provide that our business is to be managed by or under the direction of our board of directors. Our board of directors is divided into three classes for purposes of election. One class is elected at each annual meeting of stockholders to serve for a three-year term. Our board of directors currently consists of eight members, classified into three classes as follows: (1) John M. Connolly and Martin D. Madaus, Ph.D. constitute Class I with a term ending at the 2018 annual meeting; (2) Douglas G. Cole, M.D., Marijn Dekkers, Ph.D. and David R. Walt, Ph.D. constitute Class II with a term ending at the 2019 annual meeting; and (3) E. Kevin Hrusovsky, Keith L. Crandell and Paul M. Meister constitute Class III with a term ending at the 2020 annual meeting.

On April 19, 2018, our board of directors accepted the recommendation of the nominating and governance committee and voted to nominate John M. Connolly and Martin D. Madaus, Ph.D. for election at the annual meeting for a term of three years to serve until the 2021 annual meeting of stockholders, and until their respective successors have been elected and qualified.

Set forth below are the names of the persons nominated as directors and directors whose terms do not expire this year, their ages, their offices in the Company, if any, their principal occupations or employment for at least the past five years, the length of their tenure as directors and the names of other public companies in which such persons hold or have held directorships during the past five years, as of April 1, 2018. Additionally, information about the specific experience, qualifications, attributes or skills that led to our board of directors' conclusion at the time of filing of this proxy statement that each person listed below should serve as a director is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
Douglas G. Cole, M.D.(2)	57	Director
John M. Connolly(3)	65	Director
Keith L. Crandell(1)(2)	57	Director
Marijn Dekkers, Ph.D.(3)	60	Director
E. Kevin Hrusovsky	56	Chairman, President and Chief Executive Officer
Martin D. Madaus, Ph.D.(1)(3)	58	Director
Paul M. Meister(1)	65	Director
David R. Walt, Ph.D.(2)	65	Director

(1) Member of our audit committee

(2) Member of our compensation committee

(3) Member of our nominating and governance committee

Our Board of Directors has reviewed the materiality of any relationship that each of our directors has with Quanterix Corporation, either directly or indirectly. Based upon this review, our Board has determined that the following members of the Board are "independent directors" as defined by The Nasdaq Stock Market: Douglas G. Cole, M.D., John M. Connolly, Keith L. Crandell, Marijn Dekkers, Ph.D., Martin D. Madaus, Ph.D., Paul M. Meister and David R. Walt, Ph.D.

E. Kevin Hrusovsky has been a member of our board of directors and our Chairman since June 2014 and our President and Chief Executive Officer since January 2015. Prior to joining us, Mr. Hrusovsky served as Senior Vice President of PerkinElmer, Inc., a publicly traded company that produces analytical instruments, genetic testing and diagnostic tools, medical imaging components, software, instruments and consumables for multiple end markets from February 2012 to May 2013 and served as President of the Life Sciences and Technology business unit of PerkinElmer, Inc. from

November 2011 to May 2013. From May 2013 through September 2013, he served as a consultant to PerkinElmer. Previously, Mr. Hrusovsky served as Chief Executive Officer and President of Caliper Life Sciences, Inc., a life sciences company that developed and sold lab automation equipment, from July 2003 to November 2011 when it was acquired by PerkinElmer, Inc. Prior to that, he served as Chief Executive Officer and President of Zymark, a company that provided laboratory automation, robotics, and liquid handling solutions, and Director of International Business, Agricultural Chemical Division, and President of the Pharmaceutical Division for FMC Corporation, a publicly traded chemical manufacturing company. He also held several management positions at E.I. DuPont de Nemours, a publicly traded chemical manufacturing company. Mr. Hrusovsky serves on the boards of directors of several private companies, including BioreclamationIVT, LLC, Cellaria, Cell Signaling Technology, Inc., 908 Devices Inc., and Solect Energy Development, LLC., and is the founder of the Powering Precision Health Summit, an executive think tank of researchers, scientists, physicians and innovators focused on the latest research on new biomarkers that have the potential to advance personalized medicine. Mr. Hrusovsky also serves on the Educational Board of the Massachusetts Biotech Council, the Advisory Committee for the Center for Biomedical Engineering at Brown University, the Association for Laboratory Automation, the JALA Editorial Board and the Strategy Committee of Children's Hospital Boston. He formerly served on the boards of SynapDx Corp., SeraCare, Caliper Life Sciences, Xenogen—XGEN and Alliant Medical Technology. He was selected as the 2013 Entrepreneur of the Year from Ohio State University and holds an Honorary Doctorate degree from Framingham State University for contributions in life sciences and personal medicine. Mr. Hrusovsky has a B.S. in mechanical engineering from Ohio State University and an M.B.A. from Ohio University. Our board of directors has concluded that Mr. Hrusovsky possesses specific attributes that qualify him to serve as a member of our board of directors, including the perspective and experience he brings as our President and Chief Executive Officer, which provides our board with historic knowledge, operational expertise and continuity.

Douglas G. Cole, M.D. has served as a member of our board of directors since June 2007. Dr. Cole is a managing partner of venture firm Flagship Pioneering, where he has focused on life science investments since 2001. He currently serves on the board of directors of Editas Medicine, Inc., a public biopharmaceutical company. He also serves on the boards of directors of several private biopharmaceutical and diagnostics companies, including Denali Therapeutics, Inc., Ensemble Therapeutics Corporation, KSQ Therapeutics, Inc. and Torque Therapeutics, Inc. In the past five years, Dr. Cole has served on the boards of the following public biopharmaceutical companies: Agios Pharmaceuticals, Inc., Concert Pharmaceuticals, Inc., Receptos, Inc., which was acquired by Celgene, Inc., Tetrphase Pharmaceuticals, Inc. and of the following private biopharmaceutical companies: Avedro, Inc., Moderna Therapeutics, Resolvix Pharmaceuticals, Inc., Selecta Biosciences, Inc., Seventh Sense Biosystems, Inc. and Syros Pharmaceuticals Inc. Dr. Cole has a B.A. in English from Dartmouth College and an M.D. from the University of Pennsylvania School of Medicine. Our board of directors has concluded that Dr. Cole possesses specific attributes that qualify him to serve as a member of our board of directors, including his substantial experience as an investor in emerging biopharmaceutical and life sciences companies as well as his experience serving on the board of directors for several biopharmaceutical companies.

John M. Connolly has served as a member of our board of directors since December 2012. Since December 2015, Mr. Connolly has served as a senior advisor for Bain Capital Ventures, a venture capital firm he joined in 2009. Mr. Connolly was previously a managing director at Bain Capital Ventures from September 2009 to January 2015. Mr. Connolly also served as Interim Chief Executive Officer of Education Holdings 1, Inc. from May 2012 to September 2012, Interim President and Chief Executive Officer of The Princeton Review from March 2011 to April 2012, Chairman of the board of directors of EDGAR Online, Inc. from March 2011 to August 2012 and Interim President and Chief Executive Officer of EDGAR Online, Inc. from September 2010 to March 2011. Prior to that, Mr. Connolly served as President and Chief Executive Officer of MJC Communications, Inc., a leading

provider of continuing medical education in the United States, from March 2007 to July 2009, and as Chairman of the board of directors of MJC Communications, Inc. from August 2009 to August 2010. Prior to that, from March 2004 to March 2007, Mr. Connolly served as President and Chief Executive Officer of Institutional Stockholder Services Inc., which provides proxy voting, corporate governance, compliance, and risk management solutions. Education Holdings 1, Inc. filed a voluntary chapter 11 bankruptcy petition in January 2013. Mr. Connolly has a B.A. from St. Norbert College and an Executive Education Degree from the Executive Education Program at INSEAD which is located in Fontainebleau, France. Our board of directors has concluded that Mr. Connolly possesses specific attributes that qualify him to serve as a member of our board of directors, including his substantial experience as an investor in emerging companies as well as his significant managerial and corporate governance experience.

Keith L. Crandell has served as a member of our board of directors since June 2007. Since July 1994, Mr. Crandell has served as a managing director of ARCH Venture Partners, a venture capital firm focused on early-stage technology companies. He serves on the board of directors of Adesto Technologies Corporation, a publicly-traded provider of application-specific and ultra-low power non-volatile memory products. He is also a director of several private companies and he also serves as a director of the Illinois Venture Capital Association. Mr. Crandell has a B.S. degree in chemistry and mathematics from St. Lawrence University, an M.S. degree in chemistry from the University of Texas at Arlington and an M.B.A. from the University of Chicago. Our board of directors has concluded that Mr. Crandell possesses specific attributes that qualify him to serve as a member of our board of directors, including his financial expertise and his substantial experience as an investor in emerging companies.

Marijn Dekkers, Ph.D. has served as a member of our board of directors since March 2017. He is the founder and Chairman of Novalis LifeSciences LLC, an investment and advisory firm for the life science industry. Since April 2016, he has served as Chairman of the board of directors of Unilever. From 2010 to 2016, Dr. Dekkers was Chief Executive Officer of Bayer AG in Leverkusen, Germany. From 2000 to 2002, he was the Chief Operating Officer at Thermo Electron Corporation (later renamed Thermo Fisher Scientific Inc.). In 2002, he became Thermo Fisher's President and Chief Executive Officer, where he served until 2009. Dr. Dekkers began his career in 1985 as a research scientist at General Electric, gaining experience in various units of the company before joining AlliedSignal (subsequently Honeywell International) in 1995. Dr. Dekkers currently serves on the board of directors of General Electric and Unilever N.V. He holds a degree in chemistry from Radboud University in Nijmegen, the Netherlands, and a Ph.D. in chemical engineering from the University of Eindhoven. Our board of directors has concluded that Dr. Dekkers possesses specific attributes that qualify him to serve as a member of our board of directors, including his substantial experience leading commercial stage healthcare companies and his significant corporate governance experience.

Martin D. Madaus, Ph.D. has served as a member of our board of directors since November 2010. Dr. Madaus previously served as our Executive Chairman from November 2010 to June 2014, as our Chief Executive Officer from October 2011 to July 2012 and as our President from June 2011 to July 2012. Since June 2014, Dr. Madaus is serving as Chairman and Chief Executive Officer at Ortho-Clinical Diagnostics, Inc., a diagnostics company that makes products and diagnostic equipment for blood testing. Previously, Dr. Madaus was the Chairman, President and Chief Executive Officer of Millipore Corporation (MIL), a life sciences company serving the bioscience research and biopharmaceutical manufacturing industry, from January 2005 to July 2010, when Millipore was acquired by Merck KGaA. From July 2009 to May 2015, Dr. Madaus served as a member of the board of directors of Mettler Toledo International, a manufacturer of scales and analytical instruments. Dr. Madaus received a Doctor of Veterinary Medicine from the University of Munich in Germany and a Ph.D. in Veterinary Medicine from the Veterinary School of Hanover in Germany. Dr. Madaus has extensive public and private company board experience and our board of directors has concluded that

Dr. Madaus possesses specific attributes that qualify him to serve as a member of our board of directors, including his substantial knowledge of and managerial experience in the diagnostics industry.

Paul M. Meister has served as a member of our board of directors since September 2013. Mr. Meister has been President of MacAndrews & Forbes since 2014. He is also Co-Founder of Liberty Lane Partners, LLC, a private investment company with investments in healthcare, technology, and distribution-related industries, and Perspecta Trust, a trust company that provides trust and investment services. From 2010 to 2014, Mr. Meister served as Chief Executive Officer of inVentiv Health (now known as Syneos Health, Inc.), a leading provider of commercial, consulting and clinical research services to the pharmaceutical and biotech industries, and as its Chairman from 2010 to 2014. From 2006 to 2007, he was Chairman of the board of directors of Thermo Fisher Scientific Inc., a provider of products and services to businesses and institutions in the field of science, which was formed by the merger of Fisher Scientific International Inc. and Thermo Electron Corporation in November 2006. Mr. Meister was Vice Chairman of Fisher Scientific International Inc. from 2001 to 2006, and served as its Chief Financial Officer from 1991 to 2001. Fisher Scientific International provided products and services to research, healthcare, industrial, educational and government markets. Mr. Meister is a member of the board of directors of Scientific Games Corporation, which provides customized, end-to-end solutions to the gaming industry, since 2012; Revlon, a global beauty trendsetter in the world of color cosmetics and hair care, since June 2016 and also the Company's Director of Products Corporation since January 2018 and Executive Vice Chairman since January 2018; LKQ Corporation, a global distributor of vehicle products, since 1999; and vTv Therapeutics Inc., a clinical stage biopharmaceutical company focusing on treatments for alzheimers disease and diabetes, since 2015. Mr. Meister is Co-Chair of the University of Michigan's Life Sciences Institute External Advisory Board and Chair of the Provost's Advisory Committee. Mr. Meister has an M.B.A. from Northwestern University and a B.A. from the University of Michigan. Our board of directors has concluded that Mr. Meister possesses specific attributes that qualify him to serve as a member of our board of directors, including his financial and investment expertise and his extensive knowledge of the life sciences industry.

David R. Walt, Ph.D. has served as a member of our board of directors since April 2007. Dr. Walt was our founding scientist and serves as chairman of our scientific advisory board. Dr. Walt currently serves as a faculty member at Harvard Medical School in the Department of Pathology at the Brigham and Women's Hospital and is a core faculty member of the Wyss Institute for Biologically Inspired Engineering. He is also a Howard Hughes Medical Institute Professor. He previously served as University Professor, Professor of Biomedical Engineering, Professor of Genetics, Professor of Neuroscience, Professor of Cell and Molecular Biology, and Professor of Oral Medicine at Tufts University, from 1981-2017. Dr. Walt was also the founding scientist of Illumina, Inc. and served as a member of the board of its directors from 1998-2016 and now serves as chairman of its scientific advisory board. He was also a founder and currently serves as a member of the board of directors of Ultivue, Inc., and Arbor, Inc., and serves as a member of the board of directors of Exicure, Inc. He has received numerous national and international awards and honors for his fundamental and applied work in the field of optical sensors, microwell arrays and single molecule detection. He is a member of the U.S. National Academy of Engineering, U.S. National Academy of Medicine, American Academy of Arts and Sciences, a fellow of the American Institute for Medical and Biological Engineering, a fellow of the National Academy of Inventors, and a fellow of the American Association for the Advancement of Science. Dr. Walt has a B.S. in Chemistry from the University of Michigan and a Ph.D. in Chemical Biology from Stony Brook University. Our board of directors has concluded that Dr. Walt possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience in developing life sciences companies and his expertise in chemistry, diagnostics technologies and biomedical engineering.

Committees of the Board of Directors and Meetings

Meeting Attendance. During the fiscal year ended December 31, 2017, our board of directors met seven times and acted by written consent on five occasions. During the fiscal year ended December 31, 2017, the various committees of the board of directors met a total of seven times and acted by written consent on seven occasions. No director attended fewer than 75% of the total number of meetings of the board and of committees of the board on which he or she served during fiscal 2017. Our board of directors has adopted a policy under which each member of the board is encouraged but not required to attend each annual meeting of our stockholders.

Audit Committee. Our audit committee met four times during fiscal 2017. This committee currently has three members, Paul M. Meister (Chairman), Martin Madaus, Ph.D. and Keith L. Crandell. Our audit committee's role and responsibilities are set forth in the audit committee's written charter and include:

- selecting a firm to serve as the independent registered public accounting firm to audit our financial statements;
- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and that firm, our interim and year-end operating results;
- establishing procedures for employees to anonymously submit concerns about questionable accounting or audit matters;
- considering the effectiveness of our internal controls and, if any, our internal audit function;
- reviewing material related-party transactions or those that require disclosure; and
- approving or, as permitted, pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm.

Except as noted below, all members of the audit committee satisfy the current independence standards promulgated by the Securities and Exchange Commission and by The Nasdaq Stock Market, as such standards apply specifically to members of audit committees. Our board of directors has determined that Paul M. Meister is an "audit committee financial expert," as the Securities and Exchange Commission has defined that term in Item 407 of Regulation S-K. Keith L. Crandell is an affiliate of ARCH Venture Partners, which beneficially owns approximately 18.0% of our common stock prior to this offering. Accordingly, he currently does not meet the independence requirements of Rule 10A-3 of the Exchange Act and is serving on the audit committee pursuant to an exemption that allows him to serve for no longer than one year after the consummation of our initial public offering. Please also see the report of the audit committee set forth elsewhere in this proxy statement.

A copy of the audit committee's written charter is publicly available on our website at www.quanterix.com.

Compensation Committee. Our compensation committee acted by written consent one time during fiscal 2017. This committee currently has three members, Keith L. Crandell (Chairman), Douglas G. Cole, M.D. and David R. Walt, Ph.D. Our compensation committee's role and responsibilities are set forth in the compensation committee's written charter and includes:

- reviewing and approving, or recommending that our board of directors approve, the compensation of our executive officers;
- reviewing and recommending to our board of directors the compensation of our directors;

- reviewing and recommending to our board of directors the terms of any compensatory agreements with our executive officers;
- administering our stock and 2017 Equity Incentive Plan and 2007 Stock Option and Grant Plan, as amended;
- reviewing and approving, or making recommendations to our board of directors with respect to, incentive compensation and equity plans; and
- reviewing all overall compensation policies and practices.

The compensation committee is also responsible for the determination of the compensation of our chief executive officer, and shall conduct its decision making process with respect to that issue without the chief executive officer present. Our board of directors has determined that all members of the compensation committee qualify as "independent" under the definition promulgated by The Nasdaq Stock Market.

The compensation committee has the authority to retain or obtain the advice of such compensation consultants, legal counsel, experts and other advisors as it may deem appropriate in its sole discretion. The compensation committee is directly responsible for the appointment, compensation and oversight of its consultants, legal counsel, experts and advisors and has sole authority to approve their fees and retention terms, and the Company shall provide funding for such fees and related expenses. Before selecting any such consultant, legal counsel, expert or advisor, the compensation committee must consider the following independence factors:

- The provision of other services to the Company by the entity that employs the consultant, legal counsel, expert or advisor.
- The amount of fees received from the Company by the entity that employs the consultant, legal counsel, expert or advisor as a percentage of the total revenue of such entity.
- The policies and procedures of the entity that employs the consultant, legal counsel, expert or advisor that are designed to prevent conflicts of interest.
- Any business or personal relationship of the consultant, legal counsel, expert or advisor with a member of the compensation committee or an executive officer of the company.
- Any of our stock owned by the consultant, legal counsel, expert or advisor.
- Any business or personal relationship the consultant, legal counsel, expert or advisor has with an executive officer of the company.

The compensation committee did not retain a compensation consultant for fiscal 2017. The compensation committee has engaged Pay Governance as an independent advisor to the compensation committee providing executive compensation consulting services for fiscal 2018. Pay Governance was engaged by and reports to the compensation committee. Pay Governance is not expected to provide any services to the Company other than executive compensation consulting services during fiscal 2018. In compliance with the SEC and the corporate governance rules of The Nasdaq Stock Market, Pay Governance has provided the compensation committee with a letter addressing each of the six independence factors noted above. Their responses affirm the independence of Pay Governance and the partners, consultants, and employees who service the compensation committee on executive compensation matters and governance issues.

A copy of the compensation committee's written charter is publicly available on our website at www.quanterix.com.

Nominating and Governance Committee. Our nominating and governance committee, or "nominating committee") did not meet during fiscal 2017 and has three members, Marijn Dekkers,

Ph.D. (Chairman), Martin Madaus, Ph.D. and John M. Connolly. Our board of directors has determined that all members of the nominating committee qualify as independent under the definition promulgated by The Nasdaq Stock Market. The nominating committee's responsibilities are set forth in the nominating committee's written charter and include:

- identifying and recommending candidates for membership on our board of directors;
- recommending directors to serve on board committees;
- reviewing and recommending our corporate governance guidelines and policies;
- reviewing proposed waivers of the code of conduct for directors and executive officers;
- evaluating, and overseeing the process of evaluating, the performance of our board of directors and individual directors; and
- assisting our board of directors on corporate governance matters.

Generally, our nominating committee considers candidates recommended by stockholders as well as from other sources such as other directors or officers, third party search firms or other appropriate sources. Once identified, the nominating committee will evaluate a candidate's qualifications in accordance with our Nominating and Governance Committee Policy Regarding Qualifications of Directors appended to our nominating committee's written charter. Threshold criteria include: personal integrity and sound judgment, business and professional skills and experience, independence, knowledge of our industry, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the board of directors, and concern for the long-term interests of our stockholders. Our nominating committee has not adopted a formal diversity policy in connection with the consideration of director nominations or the selection of nominees. However, the nominating committee will consider issues of diversity among its members in identifying and considering nominees for director, and strive where appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship on the board and its committees.

If a stockholder wishes to propose a candidate for consideration as a nominee for election to the Board, it must follow the procedures described in our restated bylaws and in "Stockholder Proposals and Nominations For Director" at the end of this proxy statement. In general, persons recommended by stockholders will be considered in accordance with our Policy on Stockholder Recommendation of Candidates for Election as Directors appended to our nominating committee's written charter. Any such recommendation should be made in writing to the nominating committee, care of our Corporate Secretary at our principal office and should be accompanied by the following information concerning each recommending stockholder and the beneficial owner, if any, on whose behalf the nomination is made:

- all information relating to such person that would be required to be disclosed in a proxy statement;
- certain biographical and share ownership information about the stockholder and any other proponent, including a description of any derivative transactions in our securities;
- a description of certain arrangements and understandings between the proposing stockholder and any beneficial owner and any other person in connection with such stockholder nomination; and
- a statement whether or not either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of voting shares sufficient to carry the proposal.

The recommendation must also be accompanied by the following information concerning the proposed nominee:

- certain biographical information concerning the proposed nominee;
- all information concerning the proposed nominee required to be disclosed in solicitations of proxies for election of directors;
- certain information about any other security holder of the Company who supports the proposed nominee;
- a description of all relationships between the proposed nominee and the recommending stockholder or any beneficial owner, including any agreements or understandings regarding the nomination; and
- additional disclosures relating to stockholder nominees for directors, including completed questionnaires and disclosures required by our restated bylaws.

A copy of the nominating committee's written charter, including its appendices, is publicly available on our website at www.quanterix.com.

Pricing Committee. In connection with our initial public offering, our board of directors established a pricing committee that consisted of Douglas G. Cole, M.D., Keith L. Crandell and Paul M. Meister, and met three times in fiscal 2017. The pricing committee was authorized to approve the initial public offering price, the amount of the discounts and/or commissions granted to the underwriters and the number of shares of our common stock to be offered in the initial public offering.

Compensation Committee Interlocks and Insider Participation

Our compensation committee has three members, Keith L. Crandell (Chairman), Douglas G. Cole, M.D. and David R. Walt, Ph.D. None of the members of our compensation committee has at any time during the prior three years been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee. For a description of transactions between us and members of our compensation committee and affiliates of such members, please see "Certain Relationships and Related Person Transactions."

Board Leadership Structure and Role in Risk Oversight

Our board of directors does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the board of directors, as our board of directors believes it is in the best interest of the Company to make that determination based on the position and direction of the Company and the membership of the board of directors. Our board of directors has determined that having an employee director serve as Chairman is in the best interest of our stockholders at this time because of the efficiencies achieved in having the role of Chief Executive Officer and Chairman combined, and because the detailed knowledge of our day-to-day operations and business that the Chief Executive Officer possesses greatly enhances the decision-making processes of our board of directors as a whole. We have a strong governance structure in place, including independent directors, to ensure the powers and duties of the dual role are handled responsibly. We do not have a lead independent director.

The Chairman of the board of directors and the other members of the board of directors work in concert to provide oversight of our management and affairs. Our board of directors encourages communication among its members and between management and the board of directors to facilitate productive working relationships. Working with the other members of the board of directors, our

Chairman also strives to ensure that there is an appropriate balance and focus among key board responsibilities such as strategic development, review of operations and risk oversight.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. Our board of directors is actively involved in oversight of risks that could affect the Company. This oversight is conducted primarily by our full board of directors, which has responsibility for general oversight of risks. For example, in determining whether and under what circumstances we will engage in financing transactions or enter into licensing, collaboration or similar arrangements, the board of directors is involved in our management of risks related to our financial condition or of the risks inherent in product development and commercialization.

As part of its oversight, our board of directors receives reports by each committee chair regarding the committee's considerations and actions. In particular, the audit committee is responsible for discussing the adequacy of our risk management activities with management and our independent registered public accounting firm. The audit committee's primary emphasis is financial risk. In addition, the compensation committee is responsible for considering whether our compensation programs and practices are reasonably likely to have a material adverse effect on us.

At each of its meetings, the board of directors receives business updates from various members of management. These updates may identify matters that have emerged within that member of management's scope of responsibility that involve operational, financial, legal or regulatory risks and, in these cases, the board of directors provides guidance to management. Our board of directors believes that full and open communication between management and the board of directors is essential for effective risk management and oversight.

Stockholder Communications to the Board

Generally, stockholders who have questions or concerns should contact our Investor Relations department at ir@quanterix.com. However, any stockholders who wish to address questions regarding our business directly with our board of directors, or any individual director, should direct his or her questions in writing to the Chairman of the Board at 113 Hartwell Avenue, Lexington, MA 02421 or using the "IR Contacts" page of our website at <http://ir.quanterix.com/contact-ir>. Communications will be distributed to the board of directors, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communications. Items that are unrelated to the duties and responsibilities of the board may be excluded, such as:

- junk mail and mass mailings;
- resumes and other forms of job inquiries;
- surveys; and
- solicitations or advertisements.

In addition, any material that is unduly hostile, threatening, or illegal in nature may be excluded, in which case it will be made available to any outside director upon request.

Executive Officers

The following table sets forth certain information regarding our executive officers who are not also directors, as of April 1, 2018. We have entered into agreements with our executive officers, and all of them are at-will employees.

<u>Name</u>	<u>Age</u>	<u>Position(s) with the Company</u>
Joseph Driscoll	53	Chief Financial Officer
Ernest Orticerio	54	Senior Vice President, Finance and Corporate Development
Bruce Bal	59	Vice President of Operations, Service and Quality
David C. Duffy, Ph.D.	46	Senior Vice President, Research & Development and Chief Technology Officer
Mark T. Roskey, Ph.D.	58	Senior Vice President and General Manager of Applications and Reagents
Dawn R. Mattoon, Ph.D.	45	Senior Vice President, Strategic Marketing and Assay Technology

Joseph Driscoll has been our Chief Financial Officer since April 2017. Prior to that, Mr. Driscoll served as Chief Financial Officer of Verscend Technologies, Inc., a healthcare data analytics company, from October 2016 to April 2017. From March 2012 to October 2016, he served as the Chief Financial Officer, Senior Vice President and Treasurer of PC Connection, Inc., an IT solutions provider, where he also served as the company's Principal Financial and Accounting Officer. From September 2006 to March 2012, Mr. Driscoll served as the Chief Financial Officer of Summer Infant, Inc., a consumer products company, where he also served as the company's Treasurer and Principal Accounting Officer. From May 2001 to September 2006, Mr. Driscoll served as a Vice President of Finance and Chief Financial Officer of ACT Electronics, Inc., an electronics contract manufacturer. From May 2000 to May 2001, Mr. Driscoll served as Vice President of Finance at PCI, Inc., a marketing software company. From April 1997 to May 2000, he served as a Vice President of Finance and Chief Financial Officer of Safety 1st, Inc. He joined Safety 1st Inc. in April 1997 as Controller and served as the Chief Financial Officer from September 1998 to May 2000. From September 1993 to April 1997, Mr. Driscoll served as an Assistant Corporate Controller and Director of Financial Reporting at Staples, Inc., an office supply retailer. From July 1986 to February 1992, Mr. Driscoll served as an Audit Manager of KPMG Peat Marwick, a national accounting firm. From February 1992 to September 1993, Mr. Driscoll served as Corporate Controller of E-II Holdings, Inc., a diversified holding company. He is a licensed Certified Public Accountant, and holds a B.S. in Accounting from Boston College.

Ernest Orticerio has been our Senior Vice President, Finance and Business Development since April 2017. Prior to that he served as Vice President, Chief Financial Officer from May 2016 to March 2017, Vice President, Chief Financial Officer and Vice President of Operations from January 2013 to April 2016, and our Chief Financial Officer from January 2012 to December 2012. Prior to joining us, he served in a number of accounting, finance and operations capacities with Millipore Corporation, a publicly traded global life science tools and services company, including as Vice President, Finance—International and Corporate Operations from July 2009 to July 2011, Vice President Finance—Corporate Operations from January 2008 to June 2009, Vice President, Finance—Global Operations from July 2005 to December 2007, and Vice President, Global Customer Service from January 2004 to June 2005. He started his career with McDonald's Corporation, a publicly traded leading global food service retailer, holding a number of progressive accounting and finance positions supporting operations, marketing and real estate functions. He has a B.S. in business administration from Bryant College.

Bruce Bal has been our Vice President of Operations, Service and Quality since May 2016. Prior to joining Quanterix, Mr. Bal served as Vice President of Operations at PerkinElmer, a leading provider of instruments and reagents to the human and environmental health markets, following the acquisition of Caliper Life Sciences where he held the role of Senior Vice President of Operations from November 2011 to May 2016. Mr. Bal joined Caliper Life Sciences, a leading provider of drug discovery and life sciences research solutions for the pharmaceutical and biotechnology industries, following the

acquisition of Zymark, where he served as Vice President of R&D and Operations from April 1997 to July 2003. He worked as Director of Operations in the Biotechnology Division of FMC Corporation, a diversified chemical company with leading positions in agricultural, industrial and consumer markets, from 1995 to 1997. Between 1981 and 1993, Mr. Bal held a range of management positions at DuPont, a global leader in providing a wide range of innovative products and services for multiple global markets, and was general manager of United States Pollution Control, Inc. Mr. Bal holds a B.S. in Chemical Engineering from the University of Wisconsin and an M.B.A. from Loyola University, Louisiana.

David C. Duffy, Ph.D. is Senior Vice President, Research & Development, and has been our Chief Technology Officer since March 2013. Prior to this role, Dr. Duffy served as our Vice President, Research from November 2011 to February 2013, and Senior Director, Platform Research from July 2007 to October 2011. Prior to joining us, Dr. Duffy served as Director, Pharmacomer Technology at Surface Logix, Inc., a biomedical development company. Prior to that, Dr. Duffy was a Senior Scientist at Gamera Bioscience Corporation, a developer of automated biotechnology test equipment, from December 1998 to January 2000. Previously, Dr. Duffy was a postdoctoral research fellow in the Department of Chemistry and Chemical Biology at Harvard University. He was the first Sir Alan Wilson Research Fellow of Emmanuel College, University of Cambridge. Dr. Duffy has a Ph.D. in physical chemistry from the Department of Chemistry at the University of Cambridge, and B.A. and M.A. degrees in Natural Sciences from the University of Cambridge.

Mark T. Roskey, Ph.D., has been our Senior Vice President and General Manager of Applications and Reagents since September 2014. Prior to joining us, Dr. Roskey served as Vice President and General Manager of the America's Sales and Service organization in PerkinElmer's Life Science and Technologies Division from December 2011 to September 2014. PerkinElmer is a global life science company. Prior to PerkinElmer, Dr. Roskey served as Senior Vice President of Biology Research and Development at Caliper Life Sciences, Inc. from March 2009 to November 2011 when it was acquired by PerkinElmer. At Caliper Life Sciences, Inc., Dr. Roskey served as Senior Vice President of Applied Biology Research from 2008 to 2011 and Vice President of Worldwide Marketing from July 2003 to 2008. Prior to that, Dr. Roskey served as Vice President of Worldwide Marketing for Zymark Corporation, a laboratory automation company, from December 2001 to August 2003 when it was acquired by Caliper Life Sciences, Inc. Prior to that, Dr. Roskey served as Director of Marketing at Applied Biosystems, Inc. Dr. Roskey completed a postdoctoral fellowship in molecular immunobiology at the Harvard Medical School and has a Ph.D. in microbiology from the University of Notre Dame and a B.S. in biology from Framingham State University.

Dawn R. Mattoon, Ph.D., has been our Senior Vice President of Strategic Marketing and Assay Technologies since February 2018. Dawn completed both her Ph.D. and postdoctoral work at Yale University, studying tyrosine kinase signaling pathways. Following her postdoctoral fellowship in 2004 she joined Invitrogen, where she was recognized as one of the company's best new scientists in 2005. Dawn went on to serve in a variety of leadership roles in R&D, Program & Portfolio Management, Strategy, and General Management as Invitrogen evolved to become Life Technologies with the acquisition of Applied Biosystems in 2008, and the subsequent acquisition by Thermo Fisher in 2013. Until her departure from Thermo Fisher in 2014 Dawn also served on global leadership teams focused on mentoring and developing female leaders. Dawn served as the Vice President for Product Development at Cell Signaling Technologies, a leading antibody provider, from July 2014 to February 2018, when she transitioned to her current role with Quanterix.

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Summary Compensation Table

The following table shows the total compensation paid or accrued during the fiscal year ended December 31, 2017, to our Chief Executive Officer and President and our two next most highly compensated executive officers who earned more than \$100,000 during the fiscal year ended December 31, 2017, and were serving as executive officers as of such date.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)(1)</u>	<u>Option Awards (\$)(2)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
E. Kevin Hrusovsky <i>Chairman, President and Chief Executive Officer</i>	2017	426,978	276,682	1,430,000	—	2,133,660
	2016	411,000	137,500	—	—	548,500
Joseph Driscoll(3) <i>Chief Financial Officer</i>	2017	201,923	96,923	1,367,526	—	1,666,372
David C. Duffy, Ph.D. <i>Senior Vice President, Research & Development and Chief Technology Officer</i>	2017	222,343	76,708	212,881	—	511,932

(1) Amounts for 2017 represent cash bonuses earned for the 12-month period from January 1, 2017 to December 31, 2017, and exclude payments made in 2017 for 2016 bonuses. Amount for 2016 represents cash bonus earned for the 12-month period from January 1, 2016 to December 31, 2016, and excludes payments made in 2016 for 2015 bonus.

(2) These amounts represent the aggregate grant date fair value for option awards granted during our fiscal year ended December 31, 2017, computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 2 to our consolidated financial statements for the year ended December 31, 2017.

(3) Mr. Driscoll began his employment with us on April 24, 2017.

Narrative Disclosure to Summary Compensation Table

E. Kevin Hrusovsky

We entered into an agreement with Mr. Hrusovsky with respect to his service as President and Chief Executive Officer on January 1, 2015. Under the terms of the agreement, Mr. Hrusovsky received a one-time signing bonus of \$250,000 and was entitled to an initial annual base salary of \$400,000. His current base salary is \$429,520. Under the agreement, Mr. Hrusovsky is eligible to receive an annual bonus of up to 45% of his base salary based on the compensation committee's assessment of his and the Company's performance against goals established by the committee. For 2017, our compensation committee awarded Mr. Hrusovsky a discretionary bonus of \$276,682. In connection with his employment, in February 2015 Mr. Hrusovsky was granted 781,060 shares of restricted stock. The shares underlying this grant vest, subject to continued service, as follows: (1) with respect to 168,246 of the shares, 25% of the shares vested on July 1, 2015, with the remainder vesting over the next three years in equal monthly installments on the first day of each succeeding calendar month thereafter, (2) with respect to 549,113 of the shares, 25% of the shares vested on September 1, 2015, with the remainder vesting over the next three years in equal monthly installments on the first day of each succeeding calendar month thereafter and (3) 63,701 shares vest based upon the achievement of certain milestones.

Pursuant to the agreement, Mr. Hrusovsky is entitled to continuation of his then-current base salary and health insurance benefits for six months in the event we terminate his employment without Cause, as defined in the agreement, or Mr. Hrusovsky terminates his employment with us for Good Reason, as defined in the agreement, subject to Mr. Hrusovsky's execution of a release satisfactory to us following such termination. If such termination occurs within 12 months of the sale of the Company, he is entitled to continuation of his then-current base salary and health insurance benefits for 12 months. If we terminate his employment without Cause, his employment terminates due to his death or disability or he terminates his employment with us for Good Reason within three months prior to the end of a year, he is entitled to a pro rata portion of his bonus. In addition, Mr. Hrusovsky has entered into an employee non-competition, non-solicitation, confidentiality and assignment agreement pursuant to which he has agreed (1) not to engage in any competitive business for six months following his termination of employment with us (12 months if the termination is within 12 months of the sale of the Company), (2) not to solicit our employees, customers or suppliers for six months following his termination of employment with us (12 months if the termination is within 12 months of the sale of the Company) and (3) to assign any inventions conceived or developed during the course of his employment with us.

Joseph Driscoll

We entered into an agreement with Mr. Driscoll with respect to his service as Chief Financial Officer on April 8, 2017. Under the terms of the agreement, Mr. Driscoll was entitled to an initial annual base salary of \$300,000. His current base salary is \$309,000, and he is eligible to receive an annual bonus of up to 40% of his base salary based on his performance and our business conditions in the sole discretion of our board of directors. In connection with his employment, Mr. Driscoll was granted an option to purchase up to 300,162 shares of our common stock at an exercise price of \$8.6778 per share, which was the fair market value on the date of grant, and an option to purchase up to 10,976 shares of our common stock at an exercise price of \$9.417 per share, which was the fair market value on the date of grant. These options were to vest as to 25% of the shares on April 24, 2018, with the remainder vesting over the subsequent three years in equal monthly installments. However, in connection with the closing of our initial public offering, 33% of the shares became vested and the remaining shares will vest in equal monthly installments over the remainder of the four-year term. In addition, Mr. Driscoll has entered into an employee non-solicitation, confidentiality and assignment agreement pursuant to which he has agreed (1) not to solicit our employees, customers or suppliers for one year following termination of his employment and (2) to assign any inventions conceived or developed during the course of his employment with us.

David C. Duffy, Ph.D.

We do not currently have a written employment agreement with Dr. Duffy. Dr. Duffy's current base salary is \$232,875, and he is eligible to receive an annual bonus of up to 25% of his base salary based on his performance and our business conditions in the sole discretion of our board of directors. In addition, Dr. Duffy has entered into an employee non-competition, non-solicitation, confidentiality and assignment agreement pursuant to which he has agreed (1) not to engage in any business with certain competitors for one year following his voluntary termination of employment with us, (2) not to solicit our employees, customers or suppliers for one year following voluntary termination of his employment and (3) to assign any inventions conceived or developed during the course of his employment with us.

Outstanding Equity Awards at 2017 Fiscal Year-End

The following table shows grants of stock options and grants of unvested stock awards outstanding on the last day of the fiscal year ended December 31, 2017, including both awards subject to performance conditions and non-performance-based awards, to each of the executive officers named in the Summary Compensation Table.

Name	Option Awards(1)				Stock Awards(1)			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(2)
E. Kevin Hrusovsky, Chairman, President and Chief Executive Officer	—	—	—	—	9,864(3)	\$ 211,780	—	—
	—	311,138(5)	\$ 8.16	3/31/2027	127,516(4)	\$ 2,737,769	39,812(4)	\$ 854,764
Joseph Driscoll, Chief Financial Officer	104,621(6)	197,101(6)	\$ 8.68	6/2/2027	—	—	—	—
	4,242(7)	6,734(7)	\$ 9.42	8/31/2027	—	—	—	—
David C. Duffy, Ph.D., Senior Vice President, Research & Development and Chief Technology Officer	15,556(8)	—	\$ 1.93	7/6/2021	—	—	—	—
	31,113(9)	—	\$ 2.28	2/3/2022	—	—	—	—
	15,556(10)	—	\$ 2.89	5/21/2023	—	—	—	—
	4,076(11)	591(11)	\$ 2.96	7/8/2024	—	—	—	—
	15,754(12)	10,341(12)	\$ 3.12	9/22/2025	—	—	—	—
	—(13)	46,318(13)	\$ 8.16	3/31/2027	—	—	—	—

- (1) Each of the outstanding equity awards in the table above was granted pursuant to our 2007 Stock Option and Grant Plan, as amended, or our 2017 Employee, Director and Consultant Equity Incentive Plan.
- (2) The market value of the stock awards is determined by multiplying the number of shares by \$21.47, the closing price of our common stock on the Nasdaq Global Market on December 31, 2017, the last day of our fiscal year.
- (3) On December 2, 2014, Mr. Hrusovsky was granted 78,912 shares of restricted stock in connection with his service as our Chairman. The shares underlying this grant vest, subject to continued service, as follows: 25% of the shares vested on July 1, 2015, with the remainder vesting over the next three years in equal monthly installments on the first day of each succeeding calendar month thereafter. Upon the sale of the Company, the vesting is accelerated such that no more than 25% of the shares shall remain unvested. If Mr. Hrusovsky is terminated without Cause (as defined in his employment agreement) or he terminates his service for Good Reason (as defined in his employment agreement) within 12 months following a sale of the Company, all of the unvested shares will become vested.
- (4) On February 13, 2015, Mr. Hrusovsky was granted 781,060 shares of restricted stock in connection with his appointment as our President and Chief Executive Officer. The shares underlying this grant vest, subject to continued service, as follows: (i) with respect to 168,246 of the shares, 25% of the shares vested on July 1, 2015, with the remainder vesting over the next three years in equal monthly installments on the first day of each succeeding calendar month thereafter, (ii) with respect to 549,113 of the shares, 25% of the shares vested on September 1, 2015, with the remainder vesting over the next three years in equal monthly installments on the first day of each succeeding calendar month thereafter and (iii) 63,701 shares vest based upon the achievement of certain milestones. Upon the sale of the Company, the vesting is accelerated such that no more than 25% of the shares shall remain unvested. If Mr. Hrusovsky is terminated without Cause (as defined in his employment agreement) or he terminates his service for Good Reason (as defined in his employment agreement) within 12 months following a sale of the Company, all of the unvested shares will become vested.
- (5) Represents an option to purchase shares of our common stock granted on March 31, 2017. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on March 31, 2018, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.

- (6) Represents an option to purchase shares of our common stock granted on June 2, 2017. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on April 24, 2018, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter. Upon completion of our initial public offering (IPO), the initial vesting schedule was accelerated such that 33% vested on the closing of the IPO and the remainder vest in equal monthly installments on the last day of each succeeding calendar month thereafter over the period immediately following the IPO and ending on March 31, 2021.
- (7) Represents an option to purchase shares of our common stock granted on August 31, 2017. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on April 24, 2018, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter. Upon completion of our initial public offering (IPO), the initial vesting schedule was accelerated such that 33% vested on the closing of the IPO and the remainder vest in equal monthly installments on the last day of each succeeding calendar month thereafter over the period immediately following the IPO and ending on March 31, 2021.
- (8) Represents an option to purchase shares of our common stock granted on July 6, 2011. All shares vested as follows: 25% of the shares vested on July 6, 2012, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.
- (9) Represents an option to purchase shares of our common stock granted on February 3, 2012. All shares vested as follows: 25% of the shares vested on February 3, 2013, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.
- (10) Represents an option to purchase shares of our common stock granted on May 21, 2013. All shares vested as follows: 25% of the shares vested on May 21, 2014, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.
- (11) Represents an option to purchase shares of our common stock granted on July 8, 2014. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on July 8, 2015, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.
- (12) Represents an option to purchase shares of our common stock granted on September 22, 2015. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on September 22, 2016, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.
- (13) Represents an option to purchase shares of our common stock granted on March 31, 2017. The shares underlying this option vest, subject to continued service, as follows: 25% of the shares vest on March 31, 2018, with the remainder vesting over the next three years in equal monthly installments on the last day of each succeeding calendar month thereafter.

Director Compensation

The following table shows the total compensation paid or accrued during the fiscal year ended December 31, 2017 to each of our current and former non-employee directors. Directors who are employed by us are not compensated for their service on our board of directors.

Name	Fees Earned or Paid in Cash (\$)	Option Awards \$(1)	All Other Compensation (\$)	Total (\$)
Douglas G. Cole, M.D.	—	—	—	—
John M. Connolly	—	—	—	—
Keith L. Crandell	—	—	—	—
Marijn Dekkers, Ph.D.	18,750(2)	\$ 136,196(3)	—	\$ 154,946
Martin D. Madaus, Ph.D.	25,000(2)	—	—	25,000
Paul M. Meister	25,000(2)	—	—	25,000
Dennis Sandstedt(4)	—	—	—	—
David R. Walt, Ph.D.	25,000(2)	—	—	25,000

(1) These amounts represent the aggregate grant date fair value of options granted to each director in the fiscal year ended December 31, 2017, computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 8 to

our consolidated financial statements for the year ended December 31, 2017. The following table shows the aggregate number of stock options held by each of our non-employee directors as of December 31, 2017.

Name	Aggregate Number of Shares Subject to Stock Options
Marijn Dekkers, Ph.D.	31,113
Martin D. Madaus, Ph.D.	86,172
Paul M. Meister	23,335

- (2) Our practice in recent years has been to pay each non-employee director who is not affiliated with our major stockholders an annual retainer of \$25,000. Dr. Dekkers joined the Board on March 31, 2017.
- (3) In connection with his appointment as a director, on March 31, 2017, Dr. Dekkers was granted an option to purchase 31,113 shares of our common stock at an exercise price of \$8.16 per share, which was the fair market value on the date of grant. This option vests as to 25% of the shares on March 31, 2018, with the remainder vesting over the subsequent three years in equal monthly installments.
- (4) Mr. Sandstedt was a director in 2017, but resigned as of November 6, 2017.

We reimburse in full each non-employee director for all reasonable out-of-pocket expenses incurred in attending each meeting of our board of directors or its committees. Directors may be reimbursed for travel, food, lodging and other expenses directly related to their service as directors. Directors are also entitled to the protection provided by their indemnification agreements, and the indemnification provisions in our restated certificate of incorporation and restated by-laws.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain aggregate information with respect to all of our equity compensation plans in effect as of December 31, 2017.

Plan category	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders(1)	2,249,843	\$ 6.05	1,650,156
Equity compensation plans not approved by security holders	—	—	—
Total	2,249,843	\$ 6.05	1,650,156

- (1) These plans consist of our 2017 Employee, Director and Consultant Equity Incentive Plan, our 2007 Stock Option and Grant Plan, as Amended, and our 2017 Employee Stock Purchase Plan.

REPORT OF AUDIT COMMITTEE

The audit committee of the board of directors, which consists entirely of directors who meet the independence and experience requirements of The Nasdaq Stock Market, has furnished the following report:

The audit committee assists the Board in overseeing and monitoring the integrity of our financial reporting process, compliance with legal and regulatory requirements and the quality of internal and external audit processes. This committee's role and responsibilities are set forth in our charter adopted by the board of directors, which is available on our website at www.quanterix.com. This committee reviews and reassesses our charter annually and recommends any changes to the board of directors for approval. The audit committee is responsible for overseeing our overall financial reporting process, and for the appointment, compensation, retention, and oversight of the work of Ernst & Young LLP. In fulfilling its responsibilities for the financial statements for fiscal year ended December 31, 2017, the audit committee took the following actions:

- Reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2017 with management and Ernst & Young LLP, our independent registered public accounting firm;
- Discussed with Ernst & Young LLP the matters required to be discussed in accordance with Auditing Standard No. 16- *Communications with Audit Committees*; and
- Received written disclosures and the letter from Ernst & Young LLP regarding its independence as required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the audit committee and the audit committee further discussed with Ernst & Young LLP their independence. The audit committee also considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that the committee determined appropriate.

Based on the audit committee's review of the audited financial statements and discussions with management and Ernst & Young LLP, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the SEC.

Members of the Audit Committee:

Paul M. Meister (*Chairman*)
Keith L. Crandell
Martin D. Madaus, Ph.D.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who beneficially own 10% or greater of a registered class of the Company's equity securities, to file reports of ownership on Form 3 and reports of changes in ownership on Form 4 or Form 5 with the SEC. Such officers, directors and 10% or greater stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of our records and representations made by our directors and officers regarding their filing obligations, all reports which were required to be filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, were filed on a timely basis, except that one report, covering one transaction, was inadvertently filed late by the Company on behalf of Ernest Ortercio.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Since January 1, 2017, we have engaged in the following transactions with our directors, executive officers and holders of more than 5% of our common stock, which we refer to as our principal stockholders, and affiliates or immediate family members of our directors, executive officers and principal stockholders. We believe that all of these transactions were on terms as favorable as could have been obtained from unrelated third parties.

Some of our directors are or were recently affiliated with our principal stockholders as indicated in the table below:

<u>Director</u>	<u>Affiliation with principal stockholder</u>
Keith L. Crandell	Managing Director of ARCH Venture Partners VI, LLC, the ultimate general partner of ARCH Venture Fund VI, L.P., and Managing Director of ARCH Venture Partners VIII, LLC, the general partner of ARCH Venture Fund VIII Overage, L.P.
Douglas G. Cole, M.D.	Managing Partner of Flagship Pioneering and a member of Flagship Ventures General Partner LLC, the sole general partner of Flagship Ventures Fund 2004, L.P.
John M. Connolly	Senior Advisor to Bain Capital Ventures, the ultimate general partner of Bain Capital Venture Fund 2005, L.P., BCIP Associates III, LLC and BCIP Associates III-B, LLC.

Participation in Our Initial Public Offering

In December 2017, we issued an aggregate of 4,916,480 shares of our common stock at a purchase price of \$15.00 per share, which included 641,280 shares of common stock issued upon exercise by the underwriters of their option to purchase additional shares. Gross proceeds from the offering were approximately \$73 million, prior to deducting underwriting discounts and commissions and offering expenses payable by the Company.

The table below sets forth the aggregate number of common shares issued to our directors, executive officers or holders of more than 5% of our capital stock, or an affiliate or immediate family member thereof, at the time of the transaction:

	Shares	Aggregate Purchase Price
David R. Walt, Ph.D.	200,000	\$ 3,000,000
Marijn Dekkers, Ph.D.	40,000	\$ 600,000
E. Kevin Hrusovsky	34,000	\$ 510,000
Arch Venture Fund VIII Overage	266,000	\$ 3,990,000
Cormorant Global Healthcare Fund, LP	100,000	\$ 1,500,000
Trinitas Innovation-Q Investment Co., Ltd.	55,000	\$ 825,000

Series D-1 Preferred Stock Financing

In June 2017, we issued an aggregate of 2,113,902 shares of our Series D-1 preferred stock at \$4.021 per share for an aggregate purchase price of approximately \$8.5 million, which we refer to as the Series D-1 preferred stock financing. Each share of our Series D-1 preferred stock converted automatically into 0.3111 shares of our common stock immediately prior to the completion of our initial public offering on December 11, 2017.

The following table summarizes the Series D-1 preferred stock purchased by our directors, executive officers and principal stockholders.

<u>Name of Purchaser</u>	<u>Number of Shares of Series D-1 Preferred Stock Purchased</u>	<u>Aggregate Purchase Price</u>
Marijn Dekkers, Ph.D.(1)	248,694	\$ 999,999

(1) Dr. Dekkers is a director of the Company.

License Agreement with Tufts University

We entered into a License Agreement with Tufts University pursuant to which we obtained an exclusive, worldwide license to research, develop, commercialize, use, make, or have made, import or have imported, distribute or have distributed, offer or have offered, and sell or have sold products and services covered by patent rights to the Simoa technology owned by Tufts, as well as a non-exclusive license to related know-how. The rights licensed to us are for all fields of use and are sublicensable for a fee. One of our directors and our founding scientist, David R. Walt, Ph.D. previously served as University Professor, Professor of Biomedical Engineering, Professor of Genetics, Professor of Neuroscience, Professor of Cell and Molecular Biology, and Professor of Oral Medicine at Tufts University. Under that agreement, we are required to pay Tufts University royalties on all net sales of products and services as well as a portion of any sublicensing revenues. Tufts University pays a portion of the royalties received from us to Dr. Walt, the amount of which is controlled solely by Tufts University.

Registration Rights

Pursuant to our registration rights agreement to which certain of our principal stockholders, directors and their affiliates are parties, the holders of 15,481,262 shares of common stock are entitled to registration rights with respect to the shares of common stock held by them. These shares include the shares held (and shares issuable upon the exercise of warrants held) by ARCH Venture Partners and affiliated funds, Bain Capital Venture entities, Flagship Ventures Fund 2005, L.P., bioMerieux SA

and our directors Marijn Dekkers, Ph.D. and David R. Walt, Ph.D., and an affiliate of our director Paul M. Meister.

Under our registration rights agreement, holders of registrable shares can demand that we file a registration statement or request that their shares be included on a registration statement that we are otherwise filing, in either case, registering the resale of their shares of common stock. The registration rights will terminate at the earlier of the closing of a Change of Control Event, as such term is defined in our restated certificate of incorporation, (b) such time as Rule 144 under the Securities Act or another similar exemption under the Securities Act is available for the sale of all of such registrable shares without limitation during a three-month period without registration (and without the requirement for us to be in compliance with the current public information required under Rule 144(c)(1), or (3) the fifth anniversary of the completion of our initial public offering.

Demand Registration Rights. Following the date that is 180 days after the date of our initial public offering, the holders of a majority of the registrable shares may require us to file a registration statement under the Securities Act at our expense, subject to certain exceptions, with respect to the resale of their registrable shares having an aggregate offering price (net of underwriting discounts and commissions, if any) of at least \$5 million, and we are required to use our reasonable best efforts to effect the registration. The holders of a majority of the registrable shares may require us to effect up to two such demand registrations for the holders of registrable shares as a group. In the event we are required to effect such a demand registration, we may not effect any other registration of securities for sale for our own account (other than a registration effected solely to implement an employee benefit plan or in certain business combination transactions) within 120 days following the effective date of the demand registration.

We are also required to use our reasonable best efforts to qualify and remain qualified to register securities pursuant to a registration statement on Form S-3 under the Securities Act. Any holder or holders of registrable shares anticipated to have an aggregate sale price (net of underwriting discounts and commissions, if any) in excess of \$1 million will have the right to require us to file, at our expense, an unlimited number of registration statements on Form S-3 for the registrable shares held by such requesting holder or holders, and we are required to use our reasonable best efforts to effect such registrations.

Piggyback Registration Rights. If we propose to register any of our securities under the Securities Act for sale to the public (except with respect to registration statements on Form S-4, Form S-8 or another form not available for registering the registrable shares for sale to the public), the holders of registrable shares are entitled to notice of such registration and to request that we include registrable shares for resale on such registration statement, subject to the right of any underwriter to limit the number of shares included in such registration.

We will pay all registration expenses, other than underwriting fees, commissions or discounts, related to any demand or piggyback registration, including up to \$50,000 of fees and disbursements of counsel for the holders of registrable shares. The Registration Rights Agreement contains customary cross-indemnification provisions, pursuant to which we are obligated to indemnify the selling stockholders in the event of misstatements or omissions in the registration statement attributable to us and they are obligated to indemnify us for misstatements or omissions attributable to them.

Agreements with Directors

On March 20, 2017, we entered into a letter agreement with our director Marijn Dekkers, Ph.D. pursuant to which Dr. Dekkers agreed to serve as a member of our board of directors. Pursuant to the letter agreement, we granted Dr. Dekkers an option to purchase 100,000 shares of our common stock vesting over four years. In addition, we agreed to provide Dr. Dekkers with the opportunity to participate in any private placement financing transaction we entered into prior to completion of this

offering on the same terms as other investors in such transaction. We also agreed to pay Dr. Dekkers compensation of \$25,000 per year for service on our board of directors and to reimburse Dr. Dekkers for his reasonable out-of-pocket expenses in attending board and committee meetings. We also agreed to provide indemnification of Dr. Dekkers pursuant to our certificate of incorporation, an indemnification agreement and our director and officer insurance.

On August 7, 2013, we entered into a letter agreement with our director Paul M. Meister pursuant to which Mr. Meister agreed to serve as a member of our board of directors. Pursuant to the letter agreement, we granted Mr. Meister an option to purchase 75,000 shares of our common stock vesting over four years. We also agreed to pay Mr. Meister compensation of \$25,000 per year for service on our board of directors and to reimburse Mr. Meister for his reasonable out-of-pocket expenses in attending board and committee meetings. We also agreed to provide indemnification of Mr. Meister pursuant to our certificate of incorporation, an indemnification agreement and our director and officer insurance.

On January 1, 2014, we entered into a letter agreement with our director David Walt, Ph.D. pursuant to which we agreed to pay Dr. Walt compensation of \$25,000 per year for service on our board of directors, commencing as of January 1, 2014 and for so long as he continues to serve as a non-employee member of our board of directors, and to reimburse Dr. Walt for his reasonable out-of-pocket expenses in attending board and committee meetings.

Indemnification Agreements with Officers and Directors and Directors' and Officers' Liability Insurance

We have entered into indemnification agreements with each of our executive officers and directors. The indemnification agreements, our restated certificate of incorporation and our restated bylaws require us to indemnify our directors to the fullest extent not prohibited by Delaware law. Subject to certain limitations, our restated bylaws also require us to advance expenses incurred by our directors and officers.

Our 2007 Stock Option and Grant Plan, as amended, also provides that our directors will not be liability for any act, omission, interpretation, construction or determination made in good faith in connection with the plan, and the members of our board of directors and any committee administering the plan will be entitled to indemnification and reimbursement by us in respect of any claim, loss, damage or expense (including reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under any directors' and officers' liability insurance coverage which may be in effect from time to time.

We also maintain a general liability insurance policy which covers certain liabilities of directors and officers of our company arising out of claims based on acts or omissions in their capacities as directors or officers.

Policies and Procedures for Related Party Transactions

Pursuant to its charter, our audit committee is responsible for reviewing and approving, prior to our entry into any such transaction, all transactions reportable by us under Item 404 of Regulation S-K in which we are a participant and in which any parties related to us, including our executive officers, our directors, beneficial owners of more than 5% of our securities, immediate family members of the foregoing persons and any other persons whom our board of directors determines may be considered related persons under Item 404 of Regulation S-K, has or is expected to have a direct or indirect material interest.

In reviewing and approving such transactions, the audit committee will obtain, or will direct our management to obtain on its behalf, all information that the committee believes to be relevant and

important to a review of the transaction prior to its approval. Following receipt of the necessary information, a discussion will be held of the relevant factors if deemed to be necessary by the committee prior to approval. If a discussion is not deemed to be necessary, approval may be given by written consent of the committee. This approval authority may also be delegated to the chair of the audit committee in some circumstances. No related person transaction will be entered into prior to the completion of these procedures.

The audit committee or its chair, as the case may be, will approve only those related person transactions that are determined to be in, or not inconsistent with, the best interests of us and our stockholders, taking into account all available facts and circumstances as the committee or the chair determines in good faith to be necessary in accordance with principles of Delaware law generally applicable to directors of a Delaware corporation. These facts and circumstances will typically include, but not be limited to, the benefits of the transaction to us; the impact on a director's independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, stockholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms of comparable transactions that would be available to unrelated third parties or to employees generally. No member of the audit committee will participate in any review, consideration or approval of any related person transaction with respect to which the member or any of his or her immediate family members has an interest.

ELECTION OF DIRECTORS

(Notice Item 1)

On April 19, 2018 our board of directors nominated John M. Connolly and Martin D. Madaus, Ph.D. for election at the annual meeting. Our board of directors currently consists of eight members, classified into three classes as follows: (i) John M. Connolly and Martin D. Madaus, Ph.D. constitute Class I with a term which expires at the upcoming annual meeting; (ii) Douglas G. Cole, M.D., Marijn Dekkers, Ph.D., and David R. Walt, Ph.D. constitute Class II with a term ending at the 2019 annual meeting of stockholders; and (iii) E. Kevin Hrusovsky, Keith L. Crandell and Paul M. Meister constitute Class III with a term ending at the 2020 annual meeting of stockholders. At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose terms are expiring.

Our board of directors has voted to nominate John M. Connolly and Martin D. Madaus, Ph.D. for election at the annual meeting as Class I directors for a term of three years to serve until the 2021 Annual Meeting of Stockholders, and until their respective successors are elected and qualified. The Class II directors (Douglas G. Cole, M.D., Marijn Dekkers, Ph.D. and David R. Walt, Ph.D.) and the Class III directors (E. Kevin Hrusovsky, Keith L. Crandell and Paul M. Meister) will serve until the annual meetings of stockholders to be held in 2019 and 2020, respectively, and until their respective successors have been elected and qualified.

Unless authority to vote for any of these nominees is withheld, the shares represented by the enclosed proxy will be voted **FOR** the election of John M. Connolly and Martin D. Madaus, Ph.D. as directors. In the event that either nominee becomes unable or unwilling to serve, the shares represented by the enclosed proxy will be voted for the election of such other person as the board of directors may recommend in that nominee's place. We have no reason to believe that either nominee will be unable or unwilling to serve as a director.

A plurality of the shares voted **FOR** each nominee is required to elect each nominee as a director.

THE BOARD OF DIRECTORS RECOMMENDS THE ELECTION OF JOHN M. CONNOLLY AND MARTIN D. MADAU, PH.D. AS DIRECTORS, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.

RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**(Notice Item 2)**

The audit committee has appointed Ernst & Young LLP as our independent registered public accounting firm, to audit our financial statements for the fiscal year ending December 31, 2018. The board of directors proposes that the stockholders ratify this appointment. Ernst & Young LLP audited our financial statements for the fiscal years ended December 31, 2017 and 2016. We expect that representatives of Ernst & Young LLP will be present at the annual meeting, will be able to make a statement if they so desire, and will be available to respond to appropriate questions.

In deciding to appoint Ernst & Young LLP, the audit committee reviewed auditor independence issues and existing commercial relationships with Ernst & Young LLP and concluded that Ernst & Young LLP has no commercial relationship with the Company that would impair its independence for the fiscal year ending December 31, 2018.

The following table presents fees for professional audit services rendered by Ernst & Young LLP, our independent registered public accounting firm, for the audit of our annual financial statements for the years ended December 31, 2017 and 2016, and fees billed for other services rendered by Ernst & Young LLP during those periods.

	2017	2016
Audit fees:(1)	\$ 1,498,921	\$ 330,272
Tax fees:(2)	\$ 48,295	22,000
Total	\$ 1,547,216	\$ 352,272

- (1) Audit fees consisted of audit work performed in the preparation of financial statements, as well as work generally only the independent registered public accounting firm can reasonably be expected to provide, such as statutory audits.
- (2) Tax fees consist principally of assistance with matters related to tax compliance and reporting and tax consulting services primarily related to international tax planning strategies.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-audit Services of Independent Public Accountant

Consistent with SEC policies regarding auditor independence, the audit committee has responsibility for appointing, setting compensation and overseeing the work of our independent registered public accounting firm. In recognition of this responsibility, the audit committee has established a policy to pre-approve all audit and permissible non-audit services provided by our independent registered public accounting firm; provided however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.

Prior to engagement of an independent registered public accounting firm for the next year's audit, management will submit an aggregate of services expected to be rendered during that year for each of four categories of services to the Audit Committee for approval.

1. **Audit** services include audit work performed in the preparation of financial statements, as well as work that generally only an independent registered public accounting firm can reasonably be expected to provide, including comfort letters, statutory audits, and attest services and consultation regarding financial accounting and/or reporting standards.

2. **Audit-Related** services are for assurance and related services that are traditionally performed by an independent registered public accounting firm, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.
3. **Tax** services include all services performed by an independent registered public accounting firm's tax personnel except those services specifically related to the audit of the financial statements, and includes fees in the areas of tax compliance, tax planning, and tax advice.
4. **Other Fees** are those associated with services not captured in the other categories. The Company generally does not request such services from our independent registered public accounting firm.

Prior to engagement, the Audit Committee pre-approves these services by category of service. The fees are budgeted and the Audit Committee requires our independent registered public accounting firm and management to report actual fees versus the budget periodically throughout the year by category of service. During the year, circumstances may arise when it may become necessary to engage our independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the Audit Committee requires specific pre-approval before engaging our independent registered public accounting firm.

The audit committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the audit committee at its next scheduled meeting.

In the event the stockholders do not ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, the audit committee will reconsider its appointment.

The affirmative vote of a majority of the shares cast affirmatively or negatively at the annual meeting is required to ratify the appointment of the independent registered public accounting firm.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR OF SUCH RATIFICATION UNLESS A STOCKHOLDER INDICATES OTHERWISE ON THE PROXY.

CORPORATE CODE OF CONDUCT AND ETHICS

We have adopted a corporate code of conduct and ethics that applies to all of our employees, including our chief executive officer and chief financial and accounting officers. The text of the code of conduct and ethics is posted on our website at www.quanterix.com and will be made available to stockholders without charge, upon request, in writing to the Corporate Secretary at 113 Hartwell Avenue, Lexington, Massachusetts 02421. Disclosure regarding any amendments to, or waivers from, provisions of the code that apply to our directors, principal executive officer or principal financial officer will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, unless website posting or the issuance of a press release of such amendments or waivers is then permitted by the rules of The Nasdaq Stock Market.

OTHER MATTERS

The board of directors knows of no other business which will be presented to the annual meeting. If any other business is properly brought before the annual meeting, proxies will be voted in accordance with the judgment of the persons named therein.

STOCKHOLDER PROPOSALS AND NOMINATIONS FOR DIRECTOR

To be considered for inclusion in the proxy statement relating to our 2019 annual meeting of stockholders, we must receive stockholder proposals (other than for director nominations) no later than December 31, 2018. To be considered for presentation at the 2019 annual meeting, although not included in the proxy statement, proposals (including director nominations that are not requested to be included in our proxy statement) must be received earlier than February 13, 2019 and no later than March 15, 2019. Proposals that are not received in a timely manner will not be voted on at the 2019 Annual Meeting. If a proposal is received on time, the proxies that management solicits for the meeting may still exercise discretionary voting authority on the proposal under circumstances consistent with the proxy rules of the SEC. All stockholder proposals should be marked for the attention of Secretary, Quanterix Corporation, 113 Hartwell Avenue, Lexington, Massachusetts 02421.

Lexington, Massachusetts
April 30, 2018



Quanterix Corporation

IMPORTANT ANNUAL MEETING INFORMATION



Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposal 2.

1. Election of Class I Directors	For	Withhold		For	Withhold
01 - John M. Connolly	<input type="checkbox"/>	<input type="checkbox"/>	02 - Martin D. Madaus	<input type="checkbox"/>	<input type="checkbox"/>



2. Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the year ending December 31, 2018

For Against Abstain

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



1 U P X 3 7 6 5 3 9 2



▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — Quanterix Corporation

Notice of 2018 Annual Meeting of Stockholders

Meeting to be held at One Financial Center, Boston, MA 02111

Proxy Solicited by the Board of Directors for the 2018 Annual Meeting – June 13, 2018

E. Kevin Hrusovsky and Joseph Driscoll, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the 2018 Annual Meeting of Stockholders of Quanterix Corporation to be held on Wednesday, June 13, 2018 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the Proxies will have authority to vote such shares in accordance with the recommendations of the Board of Directors FOR the nominees for election as director and FOR Proposal 2.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)