

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Quanterix Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

**113 Hartwell Avenue
Lexington, MA**
(Address of Principal Executive Offices)

20-8957988
(I.R.S. Employer Identification No.)

02421
(Zip Code)

**2017 Employee Stock Purchase Plan
2017 Employee, Director and Consultant Equity Incentive Plan**
(Full title of the plans)

**E. Kevin Hrusovsky
Executive Chairman, President and Chief Executive Officer
Quanterix Corporation
113 Hartwell Avenue
Lexington, MA 02421
(617) 301-9400**

(Name, address and telephone number, including area code, of agent for service)

Copies to:

**William T. Whelan, Esq.
Megan N. Gates, Esq.
John P. Condon, Esq.**
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000
Facsimile: (617) 542-2241

Brian P. Keane, Esq.
General Counsel
Quanterix Corporation
113 Hartwell Avenue
Lexington, MA 02421
(617) 301-9400

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,118,451 shares(2)	\$ 21.99 to \$22.88(3)	\$ 25,111,467.93(3)	\$ 3,043.51

- (1) The number of shares of common stock, par value \$0.001 per share ("Common Stock") of Quanterix Corporation (the "Registrant"), consists of an increase of 894,761 shares of Common Stock reserved for issuance under the Registrant's 2017 Employee, Director and Consultant Equity Incentive Plan (the "2017 Plan") and an increase of 223,690 shares of Common Stock reserved for issuance under the 2017 Employee Stock Purchase Plan (the "2017 ESPP," and together with the 2017 Plan, the "Plans"), in each case by operation of the "evergreen" provision contained in the applicable plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of certain antidilution and other provisions of the Plans.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price (a) for shares issuable upon the exercise of options granted under the 2017 Plan are based upon the weighted average exercise price of such options and (b) for the remaining shares to be issued pursuant to the Plans are based upon the average of the high and the low price of the Registrant's Common Stock as reported on The Nasdaq Global Market as of a date (May 3, 2019) within five business days prior to filing this Registration Statement. The chart below details the calculation of the registration fee:

Securities	Number of Shares	Offering Price per Share (3)	Aggregate Offering Price
Shares issuable upon the exercise of options granted under the 2017 Plan	537,855	\$ 21.99(3)(a)	\$ 11,827,431.45
Shares reserved for future grant under the 2017 Plan	356,906	\$ 22.88(3)(b)	\$ 8,166,009.28
Shares reserved for future issuance under the 2017 ESPP	223,690	\$ 22.88(3)(b)	\$ 5,118,027.20
Proposed Maximum Aggregate Offering Price			\$ 25,111,467.93
Registration Fee			\$ 3,043.51



EXPLANATORY NOTE

This Registration Statement registers 894,761 additional shares of common stock, par value \$0.001 per share (“Common Stock”), of Quanterix Corporation (the “Registrant”) under the Registrant’s 2017 Employee, Director and Consultant Equity Incentive Plan (the “2017 Plan”) and 223,690 additional shares of Common Stock under the Registrant’s 2017 Employee Stock Purchase Plan (the “2017 ESPP”), representing an increase of 894,761 shares of Common Stock reserved for issuance under the 2017 Plan and 223,690 shares of Common Stock reserved for issuance under the 2017 ESPP, respectively, in each case effective January 1, 2019 by operation of the “evergreen” provision contained in the applicable plan. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to one or more employee benefit plans is effective (File No. 333-223771). The information contained in the Registrant’s registration statement on Form S-8 (File No. 333-223771), except for “Item 5 Interests of Named Experts and Counsel” and “Item 8 Exhibits,” is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of Common Stock registered under this Registration Statement has been passed upon for the Registrant by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
4.1	Form of Common Stock Certificate of the Registrant		S-1 (Exhibit 4.1)	11/9/2017	333-221475
4.2	Amended and Restated Certificate of Incorporation of the Registrant		8-K (Exhibit 3.1)	12/15/2017	001-38319
4.3	Restated Bylaws of the Registrant		8-K (Exhibit 3.2)	12/15/2017	001-38319
4.4	Form of Warrant to Purchase Series C Preferred Stock of the Registrant		S-1 (Exhibit 4.3)	11/9/2017	333-221475
4.5	Warrant Agreement, dated as of January 30, 2018, by and between the Registrant and Azul Divinal Consultoria Unipessoal LDA		10-K (Exhibit 4.9)	3/19/2018	001-38319
4.6	Warrant Agreement, dated as of April 14, 2014, by and between the Registrant and Hercules Capital, Inc. (formerly known as Hercules Technology Group Capital, Inc.)		S-1 (Exhibit 4.4)	11/9/2017	333-221475
4.7	Warrant Agreement, dated as of January 29, 2016, by and between the Registrant and Hercules Capital, Inc. (formerly known as Hercules Technology Group Capital, Inc.)		S-1 (Exhibit 4.5)	11/9/2017	333-221475

4.8	Warrant Agreement, dated as of March 31, 2017, by and between the Registrant and Hercules Capital, Inc. (formerly known as Hercules Technology Group Capital, Inc.)	S-1 (Exhibit 4.6)	11/9/2017	333-221475
4.9	Fourth Amended and Restated Stockholders Agreement, dated as of June 2, 2017, by and among the Registrant and the stockholders named therein	S-1 (Exhibit 4.7)	11/9/2017	333-221475
4.10	Fourth Amended and Restated Registration Rights Agreement, dated as of June 2, 2017, by and among the Registrant and the investors named therein	S-1 (Exhibit 4.8)	11/9/2017	333-221475
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of the securities being registered			X
23.1	Consent of Ernst & Young LLP			X
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)			X
24.1	Powers of Attorney (included on signature page to this Registration Statement)			X
99.1	2017 Employee Stock Purchase Plan	S-8 (Exhibit 99.5)	3/19/2018	333-223771
99.2	2017 Employee, Director and Consultant Equity Incentive Plan	S-1/A (Exhibit 10.2.1)	11/27/2017	333-221475
99.3	Form of Stock Option Agreement under the 2017 Employee, Director and Consultant Equity Incentive Plan	S-1/A (Exhibit 10.2.2)	11/27/2017	333-221475
99.4	Form of Restricted Stock Agreement under the 2017 Employee, Director and Consultant Equity Incentive Plan	S-1/A (Exhibit 10.2.3)	11/27/2017	333-221475
99.5	Form of Restricted Stock Unit Agreement under the 2017 Employee, Director and Consultant Equity Incentive Plan	S-1/A (Exhibit 10.2.4)	11/27/2017	333-221475

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lexington, Commonwealth of Massachusetts, on May 10, 2019.

QUANTERIX CORPORATION

By: /s/ E. Kevin Hrusovsky
E. Kevin Hrusovsky
*Chairman, President and
Chief Executive Officer*

SIGNATURES AND POWER OF ATTORNEY

Each of the directors and officers of Quanterix Corporation whose signature appears below hereby severally constitutes and appoints E. Kevin Hrusovsky and Amol Chaubal and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Quanterix Corporation, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. Kevin Hrusovsky</u> E. Kevin Hrusovsky	Chairman, President, Chief Executive Officer and Director (principal executive officer)	May 10, 2019
<u>/s/ Amol Chaubal</u> Amol Chaubal	Chief Financial Officer (principal financial officer and principal accounting officer)	May 10, 2019
<u>/s/ Douglas G. Cole, M.D.</u> Douglas G. Cole, M.D.	Director	May 10, 2019
<u>/s/ John M. Connolly</u> John M. Connolly	Director	May 10, 2019
<u>/s/ Keith L. Crandell</u> Keith L. Crandell	Director	May 10, 2019
<u>/s/ Marijn Dekkers, Ph. D.</u> Marijn Dekkers, Ph. D.	Director	May 10, 2019
<u>/s/ Martin D. Madaus, Ph.D.</u> Martin D. Madaus, Ph.D.	Director	May 10, 2019
<u>/s/ Paul M. Meister</u> Paul M. Meister	Director	May 10, 2019
<u>/s/ David R. Walt, Ph.D.</u> David R. Walt, Ph.D.	Director	May 10, 2019

One Financial Center
Boston, MA 02111
617 542 6000
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MINTZ

May 10, 2019

Quanterix Corporation
113 Hartwell Avenue
Lexington, MA 02421

Ladies and Gentlemen:

We have acted as legal counsel to Quanterix Corporation, a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 1,118,451 shares (the “Shares”) of the Company’s common stock, \$0.001 par value per share (“Common Stock”), in accordance with the terms of the Company’s 2017 Employee, Director and Consultant Equity Incentive Plan and 2017 Employee Stock Purchase Plan (collectively, the “Plans”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plans.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Employee Stock Purchase Plan and 2017 Employee, Director and Consultant Equity Incentive Plan of Quanterix Corporation of our report dated March 18, 2019, with respect to the consolidated financial statements of Quanterix Corporation included in its [Annual Report \(Form 10-K\) for the year ended December 31, 2018](#), filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 10, 2019
