

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WALT DAVID R (Last) (First) (Middle) C/O QUANTERIX CORPORATION, 113 HARTWELL AVENUE (Street) LEXINGTON MA 02421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Quanterix Corp [QTRX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/11/2017		C		32,959	A	(1)	429,660	D	
Common Stock	12/11/2017		C		86,517	A	(1)	516,177	D	
Common Stock	12/11/2017		C		334,985	A	(1)	851,162	D	
Common Stock	12/11/2017		C		28,691	A	(1)	879,853	D	
Common Stock	12/11/2017		C		135,647	A	(1)	1,015,500	D	
Common Stock	12/11/2017		P		200,000 ⁽²⁾	A	\$15	1,215,500	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	12/11/2017		C			105,931	(3)	(4)	Common Stock	32,959	(1)	0	D	
Series A-2 Preferred Stock	(1)	12/11/2017		C			278,068	(3)	(4)	Common Stock	86,517	(1)	0	D	
Series B Preferred Stock	(1)	12/11/2017		C			1,076,642	(3)	(4)	Common Stock	334,985	(1)	0	D	
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁵⁾	\$3.3299	11/29/2017		X ⁽⁶⁾			4,327		03/01/2012 11/30/2017	Series C Preferred Stock	4,327	(6)	3,767	D	
Series C Preferred Stock ⁽⁵⁾	(1)	11/29/2017		X ⁽⁶⁾			4,327	(3)	(4)	Common Stock	1,346	(1)	88,448	D	
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁵⁾	\$3.3299	11/29/2017		X ⁽⁶⁾			3,060		07/30/2012 11/30/2017	Series C Preferred Stock	3,060	(6)	707	D	
Series C Preferred Stock ⁽⁵⁾	(1)	11/29/2017		X ⁽⁶⁾			3,060	(3)	(4)	Common Stock	952	(1)	91,508	D	
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁵⁾	\$3.3299	11/29/2017		X ⁽⁶⁾			707		11/05/2012 11/30/2017	Series C Preferred Stock	707	(6)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock ⁽⁵⁾	(1)	11/29/2017		X ⁽⁶⁾		707		(3)	(4)	Common Stock	219	(1)	92,215	D	
Series C Preferred Stock	(1)	12/11/2017		C			92,215	(3)	(4)	Common Stock	28,691	(1)	0	D	
Series D Preferred Stock	(1)	12/11/2017		C			435,967	(3)	(4)	Common Stock	135,647	(1)	0	D	

Explanation of Responses:

- The shares of preferred stock automatically converted into common stock immediately prior to the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the initial purchase price and the conversion rate in effect at the time of conversion. The shares of preferred stock automatically converted on a 1-for-3.214 basis and such conversion rate is reflected in the amount of common stock underlying the security.
- Reflects shares purchased in the Issuer's initial public offering.
- These shares were convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, at any time after the issuance of such shares, at the holder's election.
- Not applicable.
- This transaction, which occurred prior to the Issuer's initial public offering of Common Stock, is being reported as required by Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended.
- Reflects the exercise of warrants to purchase Series C preferred stock on a cash basis at an exercise price of \$3.3299 per share.

/s/ Brian Keane, as Attorney-in-Fact 12/11/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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