
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-3
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)

20-8957988
(I.R.S. Employer
Identification Number)

**900 Middlesex Turnpike
Billerica, MA 01821
(617) 301-9400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**E. Kevin Hrusovsky
Chairman, President and Chief Executive Officer
Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821
(617) 301-9400**

(Name, address, including zip code, 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**

**John J. Fry, Esq.
Brian P. Keane, Esq.
Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821
(617) 301-9400**

**Approximate date of commencement of proposed sale to public:
As soon as practicable after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-230399

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value	\$16,260,105.49 ⁽¹⁾	\$2,110.57

(1) Based on the public offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$200,000,000 on a Registration Statement on Form S-3 (File No. 333-230399), which was declared effective on May 10, 2019. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$16,260,105.49 is hereby registered.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed by Quanterix Corporation, a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), and General Instruction IV.A. to Form S-3. The contents of the Registration Statement on [Form S-3 \(File No. 333-230399\)](#) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on May 10, 2019, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statements Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (File No. 333-230399) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant’s Registration Statement on Form S-3, as amended (File No. 333-230399), originally filed with the Securities and Exchange Commission on March 19, 2019 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Billerica, Commonwealth of Massachusetts, on August 6, 2020.

Quanterix Corporation

By: /s/ E. Kevin Hrusovsky

E. Kevin Hrusovsky
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 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 and Chief Executive Officer and Director (principal executive officer)	August 6, 2020
<u>/s/ Amol Chaubal</u> Amol Chaubal	Chief Financial Officer (principal financial officer and principal accounting officer)	August 6, 2020
<u>/s/ John M. Connolly</u> John M. Connolly	Director	August 6, 2020
<u>/s/ Keith L. Crandell</u> Keith L. Crandell	Director	August 6, 2020
<u>/s/ Marijn Dekkers, Ph.D.</u> Marijn Dekkers, Ph.D.	Director	August 6, 2020
<u>/s/ Sarah Hlavinka</u> Sarah Hlavinka	Director	August 6, 2020
<u>/s/ Martin D. Madaus, Ph.D.</u> Martin D. Madaus, Ph.D.	Director	August 6, 2020
<u>/s/ Paul M. Meister</u> Paul M. Meister	Director	August 6, 2020
<u>/s/ David R. Walt, Ph.D.</u> David R. Walt, Ph.D.	Director	August 6, 2020



August 6, 2020

Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821

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 (i) a registration statement (No. 333-230399) on Form S-3 (the “Initial Registration Statement”) and (ii) a registration statement on Form S-3 (the “462(b) Registration Statement,” and together with the Initial Registration Statement, the “Registration Statements”) to be filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). This opinion is being furnished to you in connection with the filing of the 462(b) Registration Statement with the Commission under the Securities Act in which the Company is registering the offer and sale of up to an aggregate of \$16,260,105.49 of shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”). Such shares of Common Stock are referred to herein as the “Shares.” The Shares are to be sold by the Company pursuant to an Underwriting Agreement dated August 6, 2020 between the Company and SVB Leerink LLC and Cowen and Company, LLC, as representatives of the underwriters (the “Underwriting Agreement”). The Underwriting Agreement will be filed as an exhibit to a Current Report on Form 8-K.

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, the Registration Statements and the exhibits thereto, the Underwriting Agreement, and such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant.

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.

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 sold in accordance with the Underwriting Agreement, 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 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the related prospectus, 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 on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 13, 2020, with respect to the consolidated financial statements of Quanterix Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2019, in the Registration Statement (Form S-3 No. 333-230399) and related prospectus of Quanterix Corporation for the registration of its common stock, preferred stock, debt securities, warrants, rights and units.

/s/ Ernst & Young LLP

Boston, Massachusetts
August 6, 2020
