# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

## **Quanterix Corporation**

(Name of Issuer)

Common Stock, \$0.001 par value per share (Title of Class of Securities)

74766Q 10 1 (CUSIP Number)

**December 31, 2019** (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Flagship Ventures Fund 2004, L.P.		
2			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
_	(a) □ (b) ⊠		
	. ,	` '	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware 5 SOLE VOTING POWER		
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NUMBER OF SHARES BENEFICIALLY OWNED BY			0
		6	SHARED VOTING POWER
			0
EACH		7	SOLE DISPOSITIVE POWER
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
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12	TYPE OF	REP	ORTING PERSON (SEE INSTRUCTIONS)
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	PN		

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Flagship Ventures General Partner LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ⊠		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
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12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
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1	NAMES OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
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2			feyan, Ph.D.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ⊠			
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3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States of America			
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NUMBER OF - SHARES			0	
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	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
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	Edwin M		
2	(a) □	.HE <i>E</i> (b)	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  I™
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	United States of America		
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EACH		7	SOLE DISPOSITIVE POWER
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PERSON WITH:			0
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		ORTING PERSON (SEE INSTRUCTIONS)
	IN		

#### Item 1(a). Name of Issuer:

Quanterix Corporation (the "Issuer")

#### Item 1(b). Address of Issuer's Principal Executive Offices:

900 Middlesex Turnpike, Billerica, MA 01821

#### Item 2(a). Names of Persons Filing:

The names of the persons filing this report (collectively, the "Reporting Persons") are:

Flagship Ventures Fund 2004, L.P. ("Fund 2004")

Flagship Ventures General Partner LLC ("Fund 2004 GP")

Noubar B. Afeyan, Ph.D. ("Dr. Afeyan")

Edwin M. Kania, Jr. ("Mr. Kania")

#### Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is:

c/o Flagship Pioneering Inc. 55 Cambridge Parkway, Suite 800E Cambridge, Massachusetts 02142

#### Item 2(c). <u>Citizenship</u>:

Fund 2004 Delaware Fund 2004 GP Delaware

Dr. Afeyan United States of America Mr. Kania United States of America

#### Item 2(d). <u>Title of Class of Securities</u>:

Common Stock, \$0.001 par value per share ("Common Stock").

#### Item 2(e). <u>CUSIP Number</u>:

74766Q 10 1

### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

#### Item 4. Ownership.

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G. The ownership percentages reported are based on 28,014,764 shares of outstanding Common Stock, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2019, as filed with the Securities and Exchange Commission on November 8, 2019.

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.

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

# Item 7. <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>.

Not applicable.

#### Item 8. <u>Identification and Classification of Members of the Group</u>.

Not applicable.

#### Item 9. Notice of Dissolution of Group.

Not applicable.

#### Item 10. <u>Certification</u>.

Not applicable.

#### **Material Filed as Exhibits.**

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2020

FLAGSHIP VENTURES FUND 2004, L.P.

By: Flagship Ventures General Partner LLC

General Partner

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

FLAGSHIP VENTURES GENERAL PARTNER LLC

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

/s/ Noubar B. Afeyan, Ph.D.

NOUBAR B. AFEYAN, PH,D.

/s/ Edwin M. Kania, Jr.

EDWIN M. KANIA, JR.

**EXHIBIT 1** 

#### AGREEMENT

The persons below hereby agree that the Schedule 13G to which this agreement is attached as an exhibit, as well as all future amendments to such Schedule 13G, shall be filed on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934.

Date: February 13, 2020

FLAGSHIP VENTURES FUND 2004, L.P.

By: Flagship Ventures General Partner LLC

General Partner

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

FLAGSHIP VENTURES GENERAL PARTNER LLC

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

/s/ Noubar B. Afeyan, Ph.D.

NOUBAR B. AFEYAN, PH,D.

/s/ Edwin M. Kania, Jr.

EDWIN M. KANIA, JR.