

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Madaus Martin D</u> (Last) (First) (Middle) <u>C/O QUANTERIX CORPORATION,</u> <u>900 MIDDLESEX TURNPIKE</u> (Street) <u>BILLERICA MA 01821</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Quanterix Corp [QTRX]</u> | 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) <u>02/20/2020</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | 02/20/2020 | | M | | 1,600 | A | \$1.93 | 11,202 ⁽¹⁾ | D | |
| Common Stock | 02/20/2020 | | S ⁽²⁾ | | 1,600 | D | \$28.2913 ⁽³⁾ | 9,602 ⁽¹⁾ | D | |
| Common Stock | 02/20/2020 | | S ⁽²⁾ | | 2,200 | D | \$28.1122 ⁽⁴⁾ | 190,566 | I | See footnote ⁽⁵⁾ |
| Common Stock | 02/20/2020 | | S ⁽²⁾ | | 100 | D | \$28.5836 ⁽⁶⁾ | 190,466 | I | See footnote ⁽⁵⁾ |
| Common Stock | 02/21/2020 | | M | | 1,600 | A | \$1.93 | 11,202 ⁽¹⁾ | D | |
| Common Stock | 02/21/2020 | | S ⁽²⁾ | | 1,600 | D | \$28.26 | 9,602 ⁽¹⁾ | D | |
| Common Stock | 02/21/2020 | | S ⁽²⁾ | | 2,300 | D | \$27.982 ⁽⁷⁾ | 188,166 | I | See footnote ⁽⁵⁾ |

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 |
| Stock Option (Right to Buy) | \$1.93 | 02/20/2020 | | M | | | 1,600 | (8) | 01/05/2021 | Common Stock | 1,600 | \$0.00 | 47,307 | D | |
| Stock Option (Right to Buy) | \$1.93 | 02/21/2020 | | M | | | 1,600 | (8) | 01/05/2021 | Common Stock | 1,600 | \$0.00 | 45,707 | D | |

Explanation of Responses:

- Includes 2,270 Restricted Stock Units.
- All sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on September 9, 2019.
- This transaction was executed in multiple trades at prices ranging from \$27.89 to \$28.65. The price reported reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$27.57 to \$28.43. The price reported reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Held by a trust for which the Reporting Person is a trust advisor who shares voting and investment control.
- This transaction was executed in multiple trades at prices ranging from \$28.57 to \$28.59. The price reported reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$27.67 to \$28.22. The price reported reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or any security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- All options are vested and exercisable.

Remarks:

/s/ Brian Keane, Attorney-in- 02/21/2020
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** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.