UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 1, 2019**

QUANTERIX CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**001-38319**	**20-8957988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

900 Middlesex Turnpike **Billerica, MA**	**01821**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(617) 301-9400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	**Trading Symbols(s):**	**Name of each exchange on which registered:**
Common Stock, $0.001 par value per share	QTRX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

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 13(a) of the Exchange Act. o

Explanatory Note:

This Amendment No. 2 to Form 8-K (the "Form 8-K/A") supplements information originally reported in that certain Current Report on Form 8-K of Quanterix Corporation (the "Company") filed with the Securities and Exchange Commission (the "SEC") on July 2, 2019, as amended on August 2, 2019 (as amended, the "Original Filing").

Under Item 2.01 in the Original Filing, the Company reported, among other things, that it had completed the acquisition (the "Acquisition") of UmanDiagnostics AB, a Swedish company located in Umea, Sweden ("Uman"), under the Share Purchase Agreement, dated as of June 26, 2019, by and among the Company, Inro Biomedtek Aktiebolag, Norsun konsult AB and Management och Skog i Umeå AB, the shareholders of Uman, and Niklas Norgren, as the Shareholders' representative.

This Form 8-K/A amends the Original Filing to provide certain financial statements of Uman and pro forma financial information relating to the Acquisition pursuant to Rules 8-04 and 8-05 of Regulation S-X. On September 9, 2019, the SEC, pursuant to its authority under Rule 3-13 of Regulation S-X, granted the Company a waiver from the requirements to file certain information that was otherwise required under Rules 8-04 and 8-05. The Company believes the omitted information is immaterial and not meaningful to investors. Except as set forth herein, this Form 8-K/A does not modify or update any other disclosure or information contained in the Original Filing and should be read in conjunction with the Original Filing.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The Independent Auditors Report, the audited balance sheet of Uman as of December 31, 2018 and the notes thereto are attached as Exhibit 99.1 to this Form 8-K/A and incorporated by reference herein. The unaudited balance sheet of Uman as of June 30, 2019 and the notes thereto are attached as Exhibit 99.2 to this Form 8-K/A and incorporated by reference herein.

(b) Pro Forma Financial Information.

The unaudited pro forma combined balance sheet as of June 30, 2019 as if the Acquisition occurred on June 30, 2019 are attached as Exhibit 99.3 to this Form 8-K/A and incorporated by reference herein.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of Ernst & Young AB
99.1	Independent Auditors Report, the audited balance sheet of Uman as of December 31, 2018 and the notes thereto.
99.2	Unaudited balance sheet of Uman as of June 30, 2019 and the notes thereto.
99.3	Unaudited pro forma combined balance sheet as of June 30, 2019 as if the Acquisition occurred on June 30, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

QUANTERIX CORPORATION

By: /s/ Amol Chaubal
Amol Chaubal
Chief Financial Officer

Date: September 17, 2019

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements:

(1) Form S-3 (No. 333-230399) and related prospectus,
(2) Form S-8 (No. 333-223771), and
(3) Form S-8 (No. 333-231373);

of Quanterix Corporation of our report dated September 17, 2019, with respect to the financial statement of UmanDiagnostics AB, included in this Current Report on Form 8-K.

/s/ Ernst & Young AB

Stockholm, Sweden
September 17, 2019

UmanDiagnostics AB

Balance Sheet and Associated Notes

As of December 31, 2018

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Report of Independent Auditors

To the Shareholders and Board of Directors of UmanDiagnostics AB

We have audited the accompanying balance sheet of UmanDiagnostics AB as of December 31, 2018, and the related notes (the financial statement).

Management's Responsibility for the Financial Statement

Management is responsible for the preparation and fair presentation of this financial statement in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the balance sheet referred to above presents fairly, in all material respects, the financial position of UmanDiagnostics AB at December 31, 2018, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young AB

Stockholm, Sweden

September 17, 2019

UmanDiagnostics AB
Balance Sheet
(in thousands of SEK, except share and per share data)

	As of December 31, 2018
Assets	
Current assets:	
Cash and cash equivalents	17 547
Investments	504
Accounts receivable	264
Inventory	510
Prepaid expenses and other current assets	267
Total current assets	19 092
Property and equipment, net	374
Total assets	19 466
Liabilities and stockholders' equity	
Current liabilities:	
Accounts payable	63
Accrued expenses	936
Tax liabilities	4 744
Other current liabilities	205
Total current liabilities	5 948
Other non-current liabilities	109
Total liabilities	6 057
Commitments and contingencies (Note 8)	
Stockholders' equity:	
Common stock, 1 SEK par value. 137 000 shares authorized; 137 000 shares issued and outstanding.	137
Additional paid-in capital	1 363
Retained earnings	11 909
Total stockholders' equity	13 409
Total liabilities and stockholders' equity	19 466

The accompanying notes are an integral part of this balance sheet.

UmanDiagnostics AB

Notes to Balance Sheet

1. Organization and operations

UmanDiagnostics AB (“Uman” or the “Company”) was founded in 2006 and is headquartered in Umeå, Sweden. The Company supplies neurofilament light (“Nf-L”) antibodies and enzyme-linked immunosorbent assay (“ELISA”) kits, which are used by researchers and biopharmaceutical and diagnostics companies worldwide as a solution for the detection of Nf-L to advance the development of therapeutics and diagnostics for neurodegenerative conditions. Nf-L has demonstrated utility in the diagnosis, prognosis, and monitoring of a wide range of conditions including Alzheimer’s Disease, Multiple Sclerosis, Parkinson’s Disease, traumatic brain injury, ALS, Huntington’s Disease, and others.

On August 1, 2019, Quanterix Corporation (“Quanterix”) completed its acquisition of the Company, for an aggregate cash purchase price of $15.75 million (approximately SEK 146 285 thousand), gross of cash acquired, and 191 152 shares of common stock of Quanterix.

2. Summary of significant accounting policies

Basis of presentation

In accordance with relief granted by the Securities and Exchange Commission pursuant to its authority under Rule 13-3 of Regulation S-X, this balance sheet and associated notes exclude the disclosure of certain historical financial information of Uman required by Rule 8-04 of Regulation S-X that is not material to investors. Therefore, a complete set of financial statements is not presented herein.

The accompanying balance sheet has been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification and Accounting Standards Update of the Financial Accounting Standards Board (“FASB”).

Use of estimates

The preparation of this balance sheet and associated notes in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the balance sheet and associated notes. In making those estimates and assumptions, the Company bases its estimates on historical experience and on various other assumptions believed to be reasonable. The Company’s significant estimates included in the preparation of the accompanying balance sheet are related to the measurement of inventory. Actual results could differ from these estimates.

Foreign currency transactions

The balance sheet and associated notes are presented in Swedish Kronor (“SEK”), which is the Company’s functional and reporting currency. The Company records foreign currency transactions in its functional currency using the exchange rate prevailing on the date of the transaction.

Cash and cash equivalents

Cash represents funds deposited in bank accounts. The Company considers all highly liquid investments purchased with original final maturities of three months or less from the date of purchase to be cash equivalents. Cash equivalents comprise highly liquid investments in a brokerage account.

Investments

The Company enters into short-term equity investments in publicly-traded securities and an index fund. The Company measures and reports its investments at fair value using the quoted price in active markets for each security. The Company classifies such investments as current assets on the balance sheet if its intent is to sell the investments within one year from the balance sheet date.

Accounts receivable and allowance for doubtful accounts

The Company provides credit, in the normal course of business, to customers and does not require collateral. Accounts receivable consist of amounts due to the Company for sales to customers and are recorded net of an allowance for doubtful accounts. The Company reviews accounts receivable on a regular basis to determine if any receivable will potentially be uncollectable and to estimate the amount of allowance for doubtful accounts necessary. Once a receivable is deemed uncollectible, such balance is written off and charged against the allowance for doubtful accounts. As of December 31, 2018, the Company did not have any allowance for doubtful accounts.

Inventory

The Company values its inventory at the lower of cost or market. The Company determines the cost of its inventories, which includes amounts related to materials and manufacturing overhead, on a first-in, first-out (“FIFO”) basis. The Company analyzes its inventory levels on each reporting date and writes down inventory that is expected to expire prior to being sold and inventory in excess of expected sales requirements. In the event that the Company identifies these conditions exist in its inventory, the carrying value is reduced to its estimated net realizable value.

Concentration of credit risk and significant products, customers, manufacturers, and distributors

Financial instruments that potentially expose the Company to concentrations of credit risk primarily consist of cash and cash equivalents and short-term investments. The Company places its cash and cash equivalents principally in depository accounts with accredited financial institutions and, consequently, the Company does not believe it is subject to significant unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

The Company relies, and expects to continue to rely, on a single third party manufacturer for the production of antibodies that are sold to customers. The Company typically maintains a certain amount of inventory available for immediate shipment. However, the Company’s ability to fulfill customer orders in a timely manner could be adversely affected by a significant disruption in these third party manufacturing services.

The regions in which the Company primarily operates are North America and Europe.

The Company has two revenue-generating products, reagents and assays. One customer accounted for more than 10% of the Company's gross revenues for the year ended December 31, 2018.

The Company has a distribution agreement with a third party. If the Company's distributor fails to comply with applicable laws and ethical standards, this could damage the Company's reputation and could have an adverse effect on the business.

Off-balance sheet risk

The Company is exposed to foreign currency exchange rate fluctuations primarily due to its high volume of sales to North America and Europe, and manufacturing activities which are performed in Europe. The Company does not engage in any hedging activities to reduce such exposure.

Fair value of financial instruments

ASC Topic 820, Fair Value Measurement ("ASC 820"), establishes a fair value hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the inputs that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances.

ASC 820 identifies fair value as the exchange price, or exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a three-tier fair value hierarchy that distinguishes between the following:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Items measured at fair value on a recurring basis include cash equivalents and short-term investments. The carrying amounts reflected on the balance sheet for accounts receivable, prepaid expenses, and accounts payable approximate their fair values due to their short-term nature.

Property and equipment

Property and equipment, including leasehold improvements, are stated at cost and are depreciated, or amortized in the case of leasehold improvements, over their estimated useful lives using the straight-line method. Depreciation and amortization are calculated based upon the following estimated useful lives:

	Estimated Useful Life
Machinery and equipment	5 years
Computers and software	5 years
Leasehold improvements	Shorter of useful life the asset or remaining lease term

Expenditures for maintenance and repairs are charged to expense as incurred, whereas betterments are capitalized as additions to property and equipment.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets whenever events or changes in circumstances indicate that a potential impairment may have occurred. If such events or circumstances arise, the Company compares the carrying amount of the asset to the estimated future undiscounted cash flows expected to be generated by the asset. If the estimated aggregate undiscounted cash flows are less than the carrying value of the assets, an impairment loss, calculated as the amount by which the carrying value exceeds the fair value of the asset, is recorded. To date, no such impairment losses have been recorded.

Accrued expenses

The Company estimates its expenses resulting from its obligations under contracts with vendors, consultants, and other third parties, in addition to expenses related to employee compensation. Such estimates are made as of each balance sheet date based on the facts and circumstances known to the Company at that time. The Company accrues royalty expenses which are payable to a third party based on net sales to customers.

Leases

Leases are classified at their inception as either operating or capital leases based on the economic substance of the agreement. The Company has one operating lease for its office in Umeå, Sweden.

Revenue recognition

The Company recognizes revenue when: (i) persuasive evidence of an arrangement exists, (ii) shipment has occurred, (iii) the price to the customer is fixed or determinable and (iv) collection of the related receivable is reasonably assured. The Company primarily generates revenue from the sale of products, including Nf-L antibodies, sold as reagents, and ELISA kits, sold as assays, which are used to perform tests on cerebrospinal fluid.

Revenue on the sale of reagents and ELISA kits is recognized upon shipment of the product to the customer, which represents the point at which title and the risk of loss is transferred to the customer.

In cases where product is delivered to a distributor, revenue is recognized upon shipment of the product to the distributor, which represents the point at which title and the risk of loss is transferred. The terms of sales transactions through distributors are generally consistent with the terms of direct sales to customers, and such sales are not dependent on the sale of product from the distributor to an end consumer. As such, these transactions are accounted for in accordance with the revenue recognition policy described above.

Income taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statement or tax returns. Under this method, deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and the tax bases of the assets and liabilities using the enacted tax rates in effect in the years in which the differences are expected to reverse. A valuation allowance against deferred tax assets is recorded if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740 Income Taxes. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit will more likely than not be realized. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. As of December 31, 2018, the Company did not have any significant uncertain tax positions.

Recent accounting pronouncements

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). The standard changes how entities measure certain equity investments and present changes in the fair value of financial liabilities measured under the fair value option that are attributable to their own credit. The Company adopted this new standard on January 1, 2018 using the modified-retrospective method. Under ASU 2016-01, the Company measures its equity investments at fair value and recognizes any changes in fair value in net income, unless the investments qualify for the new practicability exception. The impact of the new standard was not material to the Company's balance sheet.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments — Credit Losses: Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses on certain types of financial instruments, including trade receivables and available-for-sale debt securities. The standard is effective for the Company on

January 1, 2020, with early adoption permitted. The Company's assessment is in progress and has not yet concluded on the impact of this standard.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASC 606"). The FASB has issued several updates to the standard which clarify the (i) application of the principal versus agent guidance; (ii) guidance relating to performance obligations and licensing; (iii) assessment of the collectability criterion, presentation of sales taxes, measurement date for non-cash consideration and completed contracts at transition; and (iv) narrows aspects of ASC 606 or corrects unintended application of the guidance (collectively, the "Revenue ASUs"). The Revenue ASUs provide an accounting standard for a single comprehensive model for recognizing revenue arising from contracts with customers. Under ASC 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In conjunction with the new revenue standard, the FASB also amended the guidance under ASC 340-40, *Other Assets and Deferred Costs—Contracts with Customers*, related to the accounting for costs to obtain or fulfill a contract with a customer. The Company will adopt the new revenue standard as of January 1, 2019 using the modified retrospective method. The adoption of the new standard will not have a significant impact on the Company's balance sheet.

In February 2016, the FASB established Topic 842, *Leases* ("ASC 842"), by issuing ASU No. 2016-02, which requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-01, *Land Easement Practical Expedient for Transition to Topic 842*; ASU No. 2018-10, *Codification Improvements to Topic 842, Leases*; and ASU No. 2018-11, *Targeted Improvements*. The new standard establishes a right-of-use model ("ROU") that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. ASC 842 is effective for the Company on January 1, 2020, with early adoption permitted. The Company's assessment is in progress and has not yet concluded on the impact of this standard.

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"). This ASU removed the following disclosure requirements: (1) the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy; (2) the policy for timing of transfers between levels; and (3) the valuation processes for Level 3 fair value measurements. Additionally, this update added the following disclosure requirements: (1) the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period; (2) the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. For certain unobservable inputs, an entity may disclose other quantitative information (such as the median or arithmetic average) in lieu of the weighted average if the entity determines that other quantitative information would be a more reasonable and rational method to reflect the distribution of unobservable inputs used to develop Level 3 fair value measurements.

ASU 2018-13 will be effective for the Company on January 1, 2020. The Company’s assessment is in progress and has not yet concluded on the impact of this standard.

3. Fair value of financial instruments

The following tables present information about the Company’s assets measured at fair value on a recurring basis, and indicate the level of the fair value hierarchy utilized to determine such fair values (in thousands of SEK):

	As of December 31, 2018			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents:				
Brokerage account	883	883	—	—
Short-term investments:				
Equity securities and index fund	504	504	—	—
Total	1 387	1 387	—	—

4. Investments

The fair value of the Company’s short-term equity investments by type of security was as follows (in thousands of SEK):

	As of December 31, 2018			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Short-term investments:				
Equity securities and index fund	498	23	(17)	504
Total	498	23	(17)	504

Investments with original maturities of less than 90 days are included in cash and cash equivalents on the balance sheet and are not included in the table above. Investments with maturities of less than 12 months are considered current and those investments with maturities greater than 12 months are considered non-current. As of December 31, 2018, the Company’s intent was to sell all of its investments within one year of the balance sheet date.

The Company had four investments with a fair value of SEK 255 thousand in an unrealized gain position as of December 31, 2018. As of December 31, 2018, the Company had two investments with a fair value of SEK 249 thousand in an unrealized loss position.

5. Inventory

The Company's inventory consisted of the following (in thousands of SEK):

	As of December 31, 2018
Raw materials	252
Finished goods	258
Total	510

Inventory is comprised of reagents (Nf-L antibodies) and assays (ELISA kits).

6. Property and equipment

The Company's property and equipment consisted of the following (in thousands of SEK):

	As of December 31, 2018
Machinery and equipment	546
Computers and software	18
Leasehold improvements	159
Total	723
Less: Accumulated depreciation	(349)
Total	374

7. Accrued expenses

The Company's accrued expenses consisted of the following (in thousands of SEK):

	As of December 31, 2018
Accrued compensation and benefits	338
Accrued royalties	549
Other accrued expenses	49
Total	936

8. Commitments and contingencies

Lease Obligation

The Company has a lease agreement for office and laboratory space in Umeå, Sweden, its current headquarters. The lease commenced on May 11, 2015, with fixed base rent subject to increases over the term plus certain operating expenses and taxes. The Company amended the lease in October 2015, September 2016, December 2016, December 2017, and April 2018 to extend the lease term and to provide additional terms regarding expansion of the space. The Company accounts for this lease as an operating lease. Rent expense is recognized on a straight-line basis over the lease term, which expires in December 2021.

As of December 31, 2018, the minimum future rent payments under the Company's lease agreement was as follows (in thousands of SEK):

Year ended December 31,	Minimum Lease Payments
2019	420
2020	420
2021	278
2022 and thereafter	—
	1 118

Legal contingencies

The Company is subject to claims in the ordinary course of business; however, the Company is not currently a party to any pending or threatened litigation, the outcome of which would be expected to have a material adverse effect on its financial condition or the results of its operations. The Company accrues for legal contingencies to the extent that the liability is probable and estimable.

9. Common stock

Holders of common stock are entitled to one vote per share and are entitled to receive dividends, if and when declared by the Company's Board of Directors. In the event of liquidation, holders of common stock share ratably in the Company's assets legally available for distribution to the shareholders. Holders of common stock have no preemptive, subscription, redemption or conversion rights.

The Company is not obligated to declare or pay dividends to shareholders. During the year ended December 31, 2018, the Company made a discretionary cash payment of SEK 10 275 thousand to its shareholders.

The Company had no equity-based compensation plans as of December 31, 2018.

10. Related party transactions

The Company has entered into verbal agreements with consulting companies associated with its CEO and certain members of its board of directors, pursuant to which it agrees to pay for the performance of consulting services. There were no accounts payable related to these agreements as of December 31, 2018. As of December 31, 2018, these related parties had 137 000 outstanding shares of the Company's common stock.

11. Tax liabilities

As of December 31, 2018, the Company has recorded a current tax liability of SEK 4 744 thousand, of which SEK 2 429 thousand relates to 2018 tax liabilities and SEK 2 315 thousand relates to 2017 tax liabilities. As of December 31, 2018, the Company recorded net non-current deferred tax liabilities of SEK 109 thousand.

Deferred tax assets and liabilities reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities were as follows (in thousands of SEK):

	As of December 31, 2018
Deferred tax liabilities:	
Available for sale instruments	(1)
Accounts receivable	25
Inventory	(110)
Property and equipment	(23)
Deferred tax liabilities, net	(109)

The Company is subject to taxation in Sweden. At December 31, 2018, the Company is subject to examination by taxing authorities in Sweden for tax years 2013 through 2018. There are currently no such investigations ongoing.

12. Subsequent events

Subsequent events have been evaluated through September 17, 2019, the date on which this balance sheet and associated notes were issued.

On August 1, 2019, Quanterix completed its acquisition of the Company, for an aggregate cash purchase price of $15.75 million (approximately SEK 146 285 thousand), gross of cash acquired, and 191 152 shares of common stock of Quanterix. The acquisition closed with respect to 95% of the Company's outstanding shares of capital stock on July 1, 2019 and with respect to the remaining 5% of the Company's outstanding shares of capital stock on August 1, 2019.

During the twelve months period ended December 31, 2018, the Company paid a third party corporation a royalty on the sale of products to Quanterix. In June 2019, the Company amended its agreement with the third party corporation to terminate the royalty provisions of the agreement in exchange for a one-time payment of $250,000 (approximately SEK 2 397 thousand at June 30, 2019).

Exhibit 99.2

UmanDiagnostics AB

Balance Sheets and Associated Notes

As of June 30, 2019 and December 31, 2018

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UmanDiagnostics AB
Balance Sheets
(in thousands of SEK, except share and per share data)

	June 30, 2019 (Unaudited)	December 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	11 339	17 547
Investments	580	504
Accounts receivable	5 924	264
Inventory	708	510
Prepaid expenses and other current assets	475	267
Total current assets	19 026	19 092
Property and equipment, net	311	374
Total assets	19 337	19 466
Liabilities and stockholders’ equity		
Current liabilities:		
Accounts payable	185	63
Accrued expenses	3 602	936
Tax liabilities	4 034	4 744
Other current liabilities	452	205
Total current liabilities	8 273	5 948
Other non-current liabilities	193	109
Total liabilities	8 466	6 057
Commitments and contingencies (Note 7)		
Stockholders’ equity:		
Common stock, 1 SEK par value. 137 000 shares authorized; 137 000 shares issued and outstanding.	137	137
Additional paid-in capital	1 363	1 363
Retained earnings	9 371	11 909
Total stockholders’ equity	10 871	13 409
Total liabilities and stockholders’ equity	19 337	19 466

The accompanying notes are an integral part of these balance sheets.

UmanDiagnostics AB
Notes to Balance Sheets
(Unaudited)

1. Organization and operations

UmanDiagnostics AB (“Uman” or the “Company”) was founded in 2006 and is headquartered in Umeå, Sweden. The Company supplies neurofilament light (“Nf-L”) antibodies and ELISA kits, which are used by researchers and biopharmaceutical and diagnostics companies worldwide as a solution for the detection of Nf-L to advance the development of therapeutics and diagnostics for neurodegenerative conditions. Nf-L has demonstrated utility in the diagnosis, prognosis, and monitoring of a wide range of conditions including Alzheimer’s Disease, Multiple Sclerosis, Parkinson’s Disease, traumatic brain injury, ALS, Huntington’s Disease, and others.

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Basis of presentation

In accordance with relief granted by the Securities and Exchange Commission pursuant to its authority under Rule 13-3 of Regulation S-X, these balance sheets and associated notes exclude the disclosure of certain historical financial information of Uman required by Rule 8-04 of Regulation S-X that is not material to investors. Therefore, a complete set of financial statements is not presented herein.

The accompanying interim balance sheet is unaudited. The unaudited interim balance sheet reflects, in the opinion of management, all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of financial position for the interim period presented in accordance with United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. This interim balance sheet should be read in conjunction with the audited balance sheet and related notes for the year ended December 31, 2018, filed with the Securities and Exchange Commission contemporaneously with these balance sheets and associated notes. The financial information as of December 31, 2018 has been derived from the audited 2018 balance sheet and associated notes.

Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification and Accounting Standards Update of the Financial Accounting Standards Board (“FASB”).

Use of estimates

The preparation of these balance sheets and associated notes in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the balance sheets and associated notes. In making those estimates and assumptions, the Company bases its estimates on historical experience and on various other assumptions believed to be reasonable. The Company's significant estimates included in the preparation of the accompanying balance sheets are related to the measurement of inventory. Actual results could differ from these estimates.

Foreign currency translation

The accompanying balance sheet and associated notes are presented in Swedish Kronor ("SEK"), which is the Company's functional and reporting currency. The Company records foreign currency transactions in its functional currency using the exchange rate prevailing on the date of the transaction.

Concentration of credit risk and significant products, manufacturers, and distributors

Financial instruments that potentially expose the Company to concentrations of credit risk primarily consist of cash and cash equivalents and short-term investments. The Company places its cash and cash equivalents principally in depository accounts with accredited financial institutions and, consequently, the Company does not believe it is subject to significant unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

The Company relies, and expects to continue to rely, on a single third party manufacturer for the production of antibodies that are sold to customers. The Company typically maintains a certain amount of inventory available for immediate shipment. However, the Company's ability to fulfill customer orders in a timely manner could be adversely affected by a significant disruption in these third party manufacturing services.

The regions in which the Company primarily operates are North America and Europe. The Company has two revenue-generating products, reagents and assays.

The Company has a distribution agreement with a third party. If the Company's distributor fails to comply with applicable laws and ethical standards, this could damage the Company's reputation and could have an adverse effect on the business.

Revenue recognition

On January 1, 2019, the Company adopted ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASC 606"), using the modified retrospective method. Under ASC 606, revenue is recognized upon the transfer of control of goods or services to customers and reflects the amount of consideration to which an entity expects to be entitled in exchange for those goods or services. The adoption of ASC 606 has been applied to customer contracts that were not completed as of January 1, 2019 and did not change the pattern of revenue recognition for the Company's current customer contracts. As such, no adjustment was recorded to the Company's financial statements upon adoption of ASC 606.

Revenue on the sale of Nf-L antibodies, sold as reagents, and ELISA kits, sold as assays, is recognized upon shipment of the product to the customer, which represents the point at which control is transferred to the customer. Revenue transactions do not contain multiple performance obligations and therefore no allocation of the fixed transaction price is required.

Recent accounting pronouncements

In May 2014, the FASB issued ASC 606. The FASB has issued several updates to the standard which clarify the (i) application of the principal versus agent guidance; (ii) guidance relating to performance obligations and licensing; (iii) assessment of the collectability criterion, presentation of sales taxes, measurement date for non-cash consideration and completed contracts at transition; and (iv) narrows aspects of ASC 606 or corrects unintended application of the guidance (collectively, the “Revenue ASUs”). The Revenue ASUs provide an accounting standard for a single comprehensive model for recognizing revenue arising from contracts with customers. Under ASC 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In conjunction with the new revenue standard, the FASB also amended the guidance under ASC 340-40, *Other Assets and Deferred Costs—Contracts with Customers*, related to the accounting for costs to obtain or fulfill a contract with a customer. The Company adopted the new revenue standard as of January 1, 2019 using the modified retrospective method. The adoption of the new standard did not have a significant impact on the Company’s balance sheet.

In February 2016, the FASB established Topic 842, *Leases* (“ASC 842”), by issuing ASU No. 2016-02, which requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-01, *Land Easement Practical Expedient for Transition to Topic 842*; ASU No. 2018-10, *Codification Improvements to Topic 842, Leases*; ASU No. 2018-11, *Targeted Improvements*; and ASU No. 2019-01, *Codification Improvements*. The new standard establishes a right-of-use model (“ROU”) that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. ASC 842 is effective for the Company on January 1, 2020, with early adoption permitted. The Company’s assessment is in progress and has not yet concluded on the impact of this standard.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments — Credit Losses: Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), subsequently amended by ASU No. 2019-05, *Targeted Transition Relief*. ASU 2016-13 amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses on certain types of financial instruments, including trade receivables and available-for-sale debt securities. The standard will be effective for the Company on January 1, 2020, with early adoption permitted. The Company’s assessment is in progress and has not yet concluded on the impact of this standard.

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"). This ASU removed the following disclosure requirements: (1) the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy; (2) the policy for timing of transfers between levels; and (3) the valuation processes for Level 3 fair value measurements. Additionally, this update added the following disclosure requirements: (1) the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period; (2) the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. For certain unobservable inputs, an entity may disclose other quantitative information (such as the median or arithmetic average) in lieu of the weighted average if the entity determines that other quantitative information would be a more reasonable and rational method to reflect the distribution of unobservable inputs used to develop Level 3 fair value measurements. ASU 2018-13 will be effective for the Company on January 1, 2020. The Company's assessment is in progress and has not yet concluded on the impact of this standard.

3. Fair value of financial instruments

The following tables present information about the Company's assets measured at fair value on a recurring basis, and indicate the level of the fair value hierarchy utilized to determine such fair values (in thousands of SEK):

	As of June 30, 2019			
	Total	**Level 1**	**Level 2**	**Level 3**
Assets:				
Cash equivalents:				
Brokerage account	896	896	—	—
Short-term investments:				
Equity securities and index fund	580	580	—	—
Total	1 476	1 476	—	—

	As of December 31, 2018			
	Total	**Level 1**	**Level 2**	**Level 3**
Assets:				
Cash equivalents:				
Brokerage account	883	883	—	—
Short-term investments:				
Equity securities and index fund	504	504	—	—
Total	1 387	1 387	—	—

4. Investments

The fair value of the Company's short-term equity investments by type of security was as follows (in thousands of SEK):

	As of June 30, 2019			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Short-term investments:				
Equity securities and index fund	498	83	(1)	580
Total	498	83	(1)	580

	As of December 31, 2018			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Short-term investments:				
Equity securities and index fund	498	23	(17)	504
Total	498	23	(17)	504

Investments with original maturities of less than 90 days are included in cash and cash equivalents on the balance sheet and are not included in the table above. Investments with maturities of less than 12 months are considered current and those investments with maturities greater than 12 months are considered non-current. As of June 30, 2019 and December 31, 2018, the Company's intent was to sell all of its investments within one year of the balance sheet date.

As of June 30, 2019, the Company had five investments with a fair value of SEK 486 thousand in an unrealized gain position and one investment with a fair value of SEK 94 thousand in an unrealized loss position. As of December 31, 2018, the Company had four investments with a fair value of SEK 255 thousand in an unrealized gain position and two investments with a fair value of SEK 249 thousand in an unrealized loss position.

5. Inventory

The Company's inventory consisted of the following (in thousands of SEK):

	As of June 30, 2019	As of December 31, 2018
Raw materials	342	252
Finished goods	366	258
Total	708	510

Inventory is comprised of reagents (Nf-L antibodies) and assays (ELISA kits).

6. Accrued expenses

The Company's accrued expenses consisted of the following (in thousands of SEK):

	As of June 30, 2019	As of December 31, 2018
Accrued compensation and benefits	527	338
Accrued royalties	559	549
Royalty agreement settlement accrual	2 397	—
Other accrued expenses	119	49
Total	3 602	936

The Company pays certain royalties to a third party corporation. In June 2019, the Company amended its agreement with the third party corporation to terminate the royalty provisions of the agreement in exchange for a one-time payment of SEK 2 397 thousand ($250,000). This settlement payment was accrued for as of June 30, 2019.

7. Commitments and contingencies

Lease Obligation

The Company has a lease agreement for office and laboratory space in Umeå, Sweden, its current headquarters. The lease commenced on May 11, 2015, with fixed base rent subject to increases over the term plus certain operating expenses and taxes. The Company amended the lease in October 2015, September 2016, December 2016, December 2017, and April 2018 to extend the lease term and to provide additional terms regarding expansion of the space. The Company accounts for this lease as an operating lease. Rent expense is recognized on a straight-line basis over the lease term, which expires in December 2021.

As of June 30, 2019, the minimum future rent payments under the Company's lease agreement was as follows (in thousands of SEK):

	Minimum Lease Payments
2019 (remaining six months)	210
2020	420
2021	278
2022 and thereafter	—
	908

Legal contingencies

The Company is subject to claims in the ordinary course of business; however, the Company is not currently a party to any pending or threatened litigation, the outcome of which would be expected to have a material adverse effect on its financial condition or the results of its operations.

The Company accrues for legal contingencies to the extent that the liability is probable and estimable.

8. Common stock

Holders of common stock are entitled to one vote per share and are entitled to receive dividends, if and when declared by the Company's Board of Directors. In the event of liquidation, holders of common stock share ratably in the Company's assets legally available for distribution to the shareholders. Holders of common stock have no preemptive, subscription, redemption or conversion rights.

The Company is not obligated to declare or pay dividends to shareholders. During the six months ended June 30, 2019, the Company declared a discretionary dividend of SEK 12 331 thousand to its shareholders, which was paid in cash in May 2019.

The Company had no equity-based compensation plans as of June 30, 2019.

9. Related party transactions

The Company has entered into verbal agreements with consulting companies associated with its CEO and certain members of its board of directors, pursuant to which it agrees to pay for the performance of consulting services. There were no accounts payable related to these agreements as of June 30, 2019 or December 31, 2018. As of June 30, 2019 and December 31, 2018, these related parties had 137 000 outstanding shares of the Company's common stock.

10. Tax liabilities

As of June 30, 2019, the Company has recorded a current tax liability of SEK 4 034 thousand, of which SEK 2 726 thousand relates to 2019 tax liabilities and SEK 1 308 thousand relates to 2018 tax liabilities. As of December 31, 2018, the Company recorded a current tax liability of SEK 4 744 thousand, of which SEK 2 429 thousand related to 2018 tax liabilities and SEK 2 315 thousand related to 2017 tax liabilities. As of June 30, 2019 and December 31, 2018, the Company recorded net non-current deferred tax liabilities of SEK 193 thousand and SEK 109 thousand, respectively.

Deferred tax assets and liabilities reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities were as follows (in thousands of SEK):

	As of June 30, 2019	As of December 31, 2018
Deferred tax liabilities:		
Interest expense	7	—
Available for sale instruments	(21)	(1)
Accounts receivable	—	25
Inventory	(156)	(110)
Property and equipment	(23)	(23)
Deferred tax liabilities	(193)	(109)

The Company is subject to taxation in Sweden. At June 30, 2019, the Company is subject to examination by taxing authorities in Sweden for tax years 2013 through 2018. There are currently no such investigations ongoing.

11. Subsequent events

Subsequent events have been evaluated through September 17, 2019, the date on which these balance sheets and associated notes were issued.

On August 1, 2019, Quanterix completed its acquisition of the Company, for an aggregate cash purchase price of $15.75 million (approximately SEK 146 285 thousand), gross of cash acquired, and 191 152 shares of common stock of Quanterix. The acquisition closed with respect to 95% of the Company's outstanding shares of capital stock on July 1, 2019 and with respect to the remaining 5% of the Company's outstanding shares of capital stock on August 1, 2019.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

As previously disclosed, on June 26, 2019, Quanterix Corporation (the “Company”) entered into a Share Purchase Agreement (the “Purchase Agreement”), by and among the Company, Inro Biomedtek Aktiebolag, Norsun consult AB and Management och Skog I Umeå AB (collectively, the “Shareholders”), the shareholders of UmanDiagnostics AB, a Swedish company located in Umea, Sweden (“Uman”), and Niklas Norgren, as the Shareholders’ representative. The Company agreed to purchase from the Shareholders all of the issued and outstanding shares of capital stock of Uman (the “Transaction”) for an aggregate cash purchase price of $15.8 million, gross of cash acquired of $1.2 million, and 191,152 shares of the Company’s common stock.

On July 1, 2019, the Company completed the first of two closings under the Purchase Agreement, and with respect to 95% of the outstanding shares of capital stock of Uman, the Company paid to the Shareholders $13.0 million of cash and issued 181,595 shares of the Company’s common stock. On August 1, 2019, the Company completed the second closing, and with respect to the remaining 5% of the outstanding shares of capital stock of Uman, the Company paid to the Shareholders $0.8 million of cash and issued 9,557 shares of the Company’s common stock. Additionally, $2.0 million of the purchase price was placed in escrow to satisfy potential indemnification obligations to the Company.

The unaudited pro forma condensed combined balance sheet gives effect to the Transaction as if it had occurred on June 30, 2019. The historical condensed combined financial information has been adjusted to give effect to pro forma events that are: (i) directly attributable to the Transaction; and (ii) factually supportable. The unaudited pro forma balance sheet was prepared in accordance with Article 11 of U.S. Securities and Exchange Commission Regulation S-X. In accordance with a request for relief granted by the Securities and Exchange Commission (the “SEC”) pursuant to its authority under Rule 13-3 of Regulation S-X, the accompanying unaudited pro forma condensed combined financial information excludes the disclosure of certain pro forma information required by Rule 8-05 of Regulation S-X that is not material to investors. Therefore, pro forma statements of operations are not presented herein.

In the opinion of management, all adjustments necessary to present fairly the unaudited pro forma condensed combined financial information have been made. The pro forma adjustments are based upon information and assumptions that management believes are reasonable. No effect has been given in the pro forma financial statements for synergistic benefits that may be realized through the combination or costs that may be incurred in integrating operations. The assumptions underlying the pro forma adjustments are described fully in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information is derived from and should be read in conjunction with the Company’s historical unaudited interim financial statements for the three and six months ended June 30, 2019, which are available in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, and the unaudited balance sheet and associated notes of Uman for the six months ended June 30, 2019, included as Exhibit 99.2 in this Form 8-K/A.

The allocation of the purchase price as reflected in the unaudited pro forma condensed combined financial information was based on a preliminary valuation of the assets acquired and liabilities assumed, and the accounting is subject to revision as more detailed analyses are completed and additional information about the fair value of assets acquired and liabilities assumed becomes available.

The unaudited pro forma condensed combined financial information is for informational purposes only and should not be considered indicative of actual results that would have been achieved if Uman had been acquired and the related transactions had been completed on the date or for the period presented, and does not purport to indicate the results of financial position as of any future date or for any future period.

Unaudited Pro Forma Condensed Combined Balance Sheet

As of June 30, 2019

(in thousands)

	Historical		Pro Forma		
	Quanterix	Uman (in USD) (Note 3)	Pro Forma Adjustments (Note 4)		Combined
Assets					
Current assets:					
Cash and cash equivalents	72,025	1,221	(15,750)	(a)	57,496
Short-term investments	—	62			62
Accounts receivable, less reserve for doubtful accounts	9,134	638	(359)	(b)	9,413
Inventory	8,850	76	2,728	(c)	11,654
Prepaid expenses and other current assets	2,377	53			2,430
Total current assets	92,386	2,050	(13,381)		81,055
Restricted cash	1,026	—			1,026
Property and equipment, net	12,082	33			12,115
Intangible assets, net	2,054	—	12,490	(d)	14,544
Goodwill	1,308	—	8,006	(e)	9,314
Other non-current assets	552	—			552
Total assets	109,408	2,083	7,115		118,606
Liabilities and stockholders' equity					
Current liabilities:					
Accounts payable	3,510	20	(359)	(b)	3,171
Accrued compensation and benefits	4,150	57			4,207
Other accrued expenses	4,019	331			4,350
Deferred revenue	5,186	—			5,186
Current portion of long term debt	75	—			75
Other current liabilities	78	483			561
Total current liabilities	17,018	891	(359)		17,550
Deferred revenue, net of current portion	374	—			374
Long term debt, net of current portion	7,544	—			7,544
Non-current deferred tax liabilities, net	6	21	3,178	(f)	3,205
Other non-current liabilities	9,721	—			9,721
Total liabilities	34,663	912	2,819		38,394
Stockholders' equity:					
Common stock	25	15	(15)	(g)	25
Additional paid-in capital	270,136	147	5,320	(g)	275,603
Retained earnings (accumulated deficit)	(195,416)	1,009	(1,009)	(h)	(195,416)
Total stockholders' equity	74,745	1,171	4,296		80,212
Total liabilities and stockholders' equity	109,408	2,083	7,115		118,606

See accompanying notes to the unaudited pro forma condensed combined financial information.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

1. Basis of Presentation

The unaudited pro forma condensed combined balance sheet as of June 30, 2019 combines the Company's consolidated balance sheet as of June 30, 2019 included in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 with the historical unaudited balance sheet of Uman as of June 30, 2019, and has been prepared as if the Transaction had occurred on June 30, 2019.

The unaudited pro forma condensed combined financial information herein has been prepared to illustrate the effects of the Transaction in accordance with U.S. GAAP.

The Company has accounted for the Transaction under the acquisition method of accounting in accordance with the authoritative guidance on business combinations under the provisions of Accounting Standards Codification ("ASC") 805, *Business Combinations* ("ASC 805"). The purchase price allocation is considered preliminary, and additional adjustments may be recorded during the measurement period in accordance with ASC 805. The purchase price allocation will be finalized as the Company receives additional information relevant to the Transaction, including the final valuation and reconciliation of the assets purchased, including tangible and intangible assets, liabilities assumed, and the related impact to the deferred tax assets and liabilities. Differences between these preliminary estimates and the final purchase accounting may occur, and these differences could be material.

The unaudited pro forma condensed combined financial information is presented solely for informational purposes and is not necessarily indicative of the combined financial position that might have been achieved for the periods presented, nor is it necessarily indicative of the future results of the combined company.

2. Preliminary Purchase Price Allocation

On July 1, 2019, the Company completed the first closing with respect to 95% of the outstanding shares of capital stock of Uman. The Company paid to the Shareholders and the escrow agent $13.0 million and $2.0 million of cash, respectively, and issued 181,595 shares of the Company's common stock on July 1, 2019. On August 1, 2019, the Company completed the second close with respect to the remaining 5% of the outstanding shares of capital stock of Uman. The Company paid to the Shareholders $0.8 million of cash and issued 9,557 shares of the Company's common stock on August 1, 2019.

The purchase price allocation is considered preliminary, and additional adjustments may be recorded during the measurement period in accordance with ASC 805. The following tables summarize the preliminary purchase price allocation (in thousands):

Fair value of consideration transferred:		
Cash, net of cash acquired	$	14,529
Shares of Quanterix common stock	$	5,467
Total estimated purchase price	$	19,996

The shares of the Company's common stock transferred have not been, and will not be, registered under the Securities Act of 1933, as amended, and are therefore considered "restricted securities" under applicable federal and state securities laws. The shares are also subject to shareholder lock-up provisions which restrict the transferability of the shares. These restrictions were factored into the Company's determination of the fair value of the shares of its common stock transferred as part of the Transaction.

Estimated fair value of assets acquired and liabilities assumed:		
Short-term investments	$	62
Accounts receivable		638
Inventory		2,804
Prepaid expenses and other current assets		53
Property and equipment		33
Intangibles		12,490
Goodwill		8,006
Total assets acquired		24,086
Accounts payable		20
Accrued compensation and benefits		57
Other accrued expenses		331
Other current liabilities		483
Non-current deferred tax liabilities		3,199
Net assets acquired	$	19,996

The intangible assets identified in the purchase price allocation discussed above include non-compete agreements, customer relationships, and know-how, which are amortized over their estimated useful lives based on the pattern of consumption of the economic benefits or, if that pattern cannot be readily determined, on a straight-line basis. The non-compete agreements preclude one or more parties from engaging in any business which is similar to, related to, or in any competition with, the business or products of another party, for a finite number of years after the effective date of the agreements. To value the non-compete agreements, the Company utilized the with-and-without method of the income approach, comparing projected cash flows under scenarios assuming the non-compete agreements were and were not in place. Customer relationships represent the underlying relationships with certain customers, excluding Quanterix, which are expected to continue in the future. The customer relationships were valued using the distributor method under the income approach. The know-how intangibles consist of Uman's specialized technology and technical knowledge. To value the know-how, the Company utilized the multi-period excess earnings method under the income approach.

The following table presents the estimated fair values of the identifiable intangible assets acquired (in thousands):

		Amount (in thousands)
Estimated fair value of intangible assets acquired:		
Non-compete agreement	$	340
Customer relationships		150
Know-how		12,000
Total identifiable intangible assets acquired	$	12,490

3. Currency Translation

The historical balance sheet and associated notes of Uman included as Exhibit 99.2 to this Form 8-K/A were prepared in accordance with U.S. GAAP and presented in Swedish Kronor. For purposes of preparing the unaudited pro forma condensed combined financial information, the historical financial information of Uman was translated from Swedish Kronor to U.S. dollars using the following historical exchange rate:

Period of Exchange Rate	$ / kr
Balance Sheet as of June 30, 2019: Period end exchange rate as of June 30, 2019	0.10767

4. Pro Forma Adjustments

The following describes the pro forma adjustments related to the Transaction that have been made in the accompanying unaudited pro forma condensed combined balance sheet. Adjustments to the condensed combined balance sheet give effect to the Transaction as if it had been consummated on June 30, 2019. These adjustments are based on preliminary estimates that could change significantly as additional information is obtained.

(a) Represents the cash consideration of $15.8 million paid by the Company in connection with the Transaction.

(b) Represents the elimination of accounts receivable and accounts payable balances between the Company and Uman.

(c) Represents an adjustment of $2,728 thousand to step up the value of inventory to fair value.

(d) Represents the recognition of intangible assets included in the preliminary purchase price allocation. Refer to Note 2 — Preliminary Purchase Price Allocation for additional information regarding the fair value of intangible assets acquired.

(e) Represents goodwill from the Transaction, calculated as the excess of the purchase price over the estimated fair value of the net assets acquired from the Transaction.

(f) Represents deferred tax liabilities related to the acquisition of Uman.

(g) Represents the following adjustments: (i) an adjustment to eliminate Uman’s common stock and associated additional paid-in capital and (ii) an adjustment to reflect the 191,152 shares of the Company’s common stock issued to the Shareholders in connection with the Transaction.

(h) Represents the elimination of Uman’s historical retained earnings.