

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE INVESTORS, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/06/2017	3. Issuer Name and Ticker or Trading Symbol <u>Quanterix Corp [ QTRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(2)	Common Stock	394,273	(3)	I	See Footnotes <sup>(4)(5)(6)(7)</sup>
Series A-2 Preferred Stock	(1)	(2)	Common Stock	1,034,971	(3)	I	See Footnotes <sup>(4)(5)(6)(7)</sup>
Series B Preferred Stock	(1)	(2)	Common Stock	472,271	(3)	I	See Footnotes <sup>(4)(5)(6)(7)</sup>
Series C Preferred Stock	(1)	(2)	Common Stock	108,670	(3)	I	See Footnotes <sup>(4)(5)(6)(7)</sup>
Series D Preferred Stock	(1)	(2)	Common Stock	125,900	(3)	I	See Footnotes <sup>(4)(5)(6)(7)</sup>

1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE INVESTORS, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE PARTNERS 2005, L.P.</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE FUND 2005, L.P.</u>		
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(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III, LLC](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III-B, LLC](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates III-B](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[KRUPKA MICHAEL A](#)

(Last) (First) (Middle)

C/O BAIN CAPITAL VENTURE INVESTORS, LLC

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Agarwal Ajay](#)

(Last) (First) (Middle)

C/O BAIN CAPITAL VENTURE INVESTORS, LLC  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares are convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, at any time after the issuance of such shares, at the holder's election.
2. Not applicable.
3. The shares of preferred stock will automatically convert into common stock immediately prior to the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, and based on the initial purchase price and the conversion rate in effect at the time of conversion. The shares of preferred stock will convert on a 1-for-3.214 basis and such conversion rate is reflected in the amount of common stock underlying the security.
4. Bain Capital Venture Investors, LLC ("BCVI") is the general partner of Bain Capital Venture Partners 2005, L.P. ("BCVP"), which is the general partner of Bain Capital Venture Fund 2005, L.P. ("Fund 2005"). As a result, BCVP may be deemed to share voting and dispositive power with respect to the securities held by Fund 2005. BCVP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of December 6, 2017, Fund 2005 held 1,106,387 shares of the Issuer's Series A-1 Preferred Stock, 2,904,268 shares of the Issuer's Series A-2 Preferred Stock, 1,325,258 shares of the Issuer's Series B Preferred Stock, 304,948 shares of the Issuer's Series C Preferred Stock and 353,283 shares of the Issuer's Series D Preferred Stock, each of which will automatically convert into 344,239, 903,630, 412,339, 94,881 and 109,921 shares of the Issuer's common stock, respectively, immediately prior to the closing of the Issuer's initial public offering.
5. As of December 6, 2017, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), held 157,639 shares of the Issuer's Series A-1 Preferred Stock, 413,802 shares of the Issuer's Series A-2 Preferred Stock, 188,823 shares of the Issuer's Series B Preferred Stock, 43,449 shares of the Issuer's Series C Preferred Stock and 50,336 shares of the Issuer's Series D Preferred Stock, each of which will automatically convert into 49,047, 128,749, 58,750, 13,518 and 15,663 shares of the Issuer's common stock, respectively, immediately prior to the closing of the Issuer's initial public offering. BCIPA III may be deemed to share voting and dispositive power with respect to the securities held by BCIP III. BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
6. As of December 6, 2017, BCIP Associates III-B, LLC ("BCIP III-B" and together with Fund 2005 and BCIP III, the "Bain Capital Entities"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, held 3,174 shares of the Issuer's Series A-1 Preferred Stock, 8,331 shares of the Issuer's Series A-2 Preferred Stock, 3,799 shares of the Issuer's Series B Preferred Stock, 874 shares of the Issuer's Series C Preferred Stock and 1,013 shares of the Issuer's Series D Preferred Stock, each of which will automatically convert into 987, 2,592, 1,182, 271 and 316 shares of the Issuer's common stock, respectively, immediately prior to the closing of the Issuer's initial public offering. BCIPA III-B may be deemed to share voting and dispositive power with respect to the securities held by BCIP III-B. BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
7. The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by the Executive Committee of BCVI, which consists of Michael A. Krupka and Ajay Agarwal. As a result, BCVI and Messrs. Krupka and Agarwal may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Entities. BCVI and Messrs. Krupka and Agarwal disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

**Remarks:**

Bain Capital Venture Investors, LLC, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director 12/06/2017

Bain Capital Venture Partners 2005, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director 12/06/2017

Bain Capital Venture Fund 2005, L.P., By: Bain Capital Venture Partners 2005, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director 12/06/2017

BCIP Associates III, LLC, By: BCIP Associates III, its manager, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory 12/06/2017

BCIP Associates III, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory 12/06/2017

BCIP Associates III-B, LLC, By: BCIP Associates III-B, its manager, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory 12/06/2017

BCIP Associates III-B, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory 12/06/2017

Michael A. Krupka, Name:

Michael A. Krupka, Title:

Authorized Signatory

/s/ Michael A. Krupka

12/06/2017

/s/ Ajay Agarwal

12/06/2017

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

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

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

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