

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>CRANDELL KEITH</u> (Last) (First) (Middle) <u>8755 WEST HIGGINS ROAD, SUITE 1025</u> (Street) <u>CHICAGO IL 60631</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	12/11/2017		C		398,257	A	(1)	398,257	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Common Stock	12/11/2017		C		1,045,426	A	(1)	1,443,683	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Common Stock	12/11/2017		C		477,042	A	(1)	1,920,725	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Common Stock	12/11/2017		C		109,769	A	(1)	2,030,494	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Common Stock	12/11/2017		C		381,507	A	(1)	2,412,001	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Common Stock	12/11/2017		C		1,271,684	A	(1)	1,271,684	I	Held by ARCH Venture Fund VIII Overage, L.P. ⁽³⁾
Common Stock	12/11/2017		P		266,000 ⁽⁴⁾	A	\$15	1,537,684	I	Held by ARCH Venture Fund VIII Overage, L.P. ⁽³⁾

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					

**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	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	12/11/2017		C			1,280,000	(5)	(6)	Common Stock	398,257	(1)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series A-2 Preferred Stock	(1)	12/11/2017		C			3,360,000	(5)	(6)	Common Stock	1,045,426	(1)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series B Preferred Stock	(1)	12/11/2017		C			1,533,214	(5)	(6)	Common Stock	477,042	(1)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁷⁾	\$3.3299	11/27/2017		X ⁽⁸⁾			18,450	03/01/2012	11/30/2017	Series C Preferred Stock	18,450	(8)	14,761	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		X ⁽⁸⁾		18,450		(5)	(6)	Common Stock	5,740	(1)	363,869	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		S ⁽⁸⁾			14,350	(5)	(6)	Common Stock	4,464	\$4.2815 ⁽⁸⁾	349,519	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁷⁾	\$3.3299	11/27/2017		X ⁽⁹⁾			11,993	07/30/2012	11/30/2017	Series C Preferred Stock	11,993	(9)	2,768	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		X ⁽⁹⁾		11,993		(5)	(6)	Common Stock	3,731	(1)	361,512	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		S ⁽⁹⁾			9,328	(5)	(6)	Common Stock	2,902	\$4.2815 ⁽⁹⁾	352,184	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Warrant to Purchase Series C Preferred Stock (right to buy) ⁽⁷⁾	\$3.3299	11/27/2017		X ⁽¹⁰⁾			2,768	11/05/2012	11/30/2017	Series C Preferred Stock	2,768	(10)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		X ⁽¹⁰⁾		2,768		(5)	(6)	Common Stock	861	(1)	354,952	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock ⁽⁷⁾	(1)	11/27/2017		S ⁽¹⁰⁾			2,152	(5)	(6)	Common Stock	669	\$4.2815 ⁽¹⁰⁾	352,800	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series C Preferred Stock	(1)	12/11/2017		C			352,800	(5)	(6)	Common Stock	109,769	(1)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series D Preferred Stock	(1)	12/11/2017		C			1,226,158	(5)	(6)	Common Stock	381,507	(1)	0	I	Held by ARCH Venture Fund VI, L.P. ⁽²⁾
Series D Preferred Stock	(1)	12/11/2017		C			4,087,193	(5)	(6)	Common Stock	1,271,684	(1)	0	I	Held by ARCH Venture Fund VIII Overage, L.P. ⁽³⁾

Explanation of Responses:

- The shares of preferred stock automatically converted 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, based on the initial purchase price and the conversion rate in effect at the time of conversion. The shares of preferred stock automatically converted on a 1-for-3.214 basis and such conversion rate is reflected in the amount of common stock underlying the security.
- The shares are held of record by ARCH Venture Fund VI, L.P. ("ARCH Fund VI"). The sole general partner of ARCH Fund VI is ARCH Venture Partners VI, L.P. ("ARCH Partners VI"), which may be deemed to

beneficially own the shares held by ARCH Fund VI. The sole general partner of ARCH Partners VI is ARCH Venture Partners VI, LLC ("ARCH VI LLC"), which may be deemed to beneficially own the shares held by ARCH Fund VI. ARCH Partners VI and ARCH VI LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. As a managing director of ARCH VI LLC, the Reporting Person may be deemed to beneficially own the shares held by ARCH Fund VI. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

3. The shares are held of record by ARCH Venture Fund VIII Overage, L.P. ("ARCH Fund Overage"). The sole general partner of ARCH Fund Overage is ARCH Venture Partners VIII, LLC ("ARCH VIII LLC"), which may be deemed to beneficially own the shares held by ARCH Fund Overage. ARCH VIII LLC disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein. As a managing director of ARCH VIII LLC, the Reporting Person may be deemed to beneficially own the shares held by ARCH Fund Overage. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

4. Reflects shares purchased in the Issuer's initial public offering.

5. These shares were 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.

6. Not applicable.

7. This transaction, which occurred prior to the Issuer's initial public offering of Common Stock, is being reported as required by Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended.

8. These warrants to purchase Series C preferred stock were exercised on a cashless basis for shares of Series C preferred stock, resulting in the Issuer's withholding of 14,350 shares of Series C preferred stock to pay the exercise price and issuing to the reporting person the remaining 4,100 shares of Series C preferred stock. The Issuer's withholding of Series C preferred stock was at a price per share of Series C preferred stock of \$4.2815, which is equal to approximately \$13.76 per share on an as-converted-to-common stock basis.

9. These warrants to purchase Series C preferred stock were exercised on a cashless basis for shares of Series C preferred stock, resulting in the Issuer's withholding of 9,328 shares of Series C preferred stock to pay the exercise price and issuing to the reporting person the remaining 2,665 shares of Series C preferred stock. The Issuer's withholding of Series C preferred stock was at a price per share of Series C preferred stock of \$4.2815, which is equal to approximately \$13.76 per share on an as-converted-to-common stock basis.

10. These warrants to purchase Series C preferred stock were exercised on a cashless basis for shares of Series C preferred stock, resulting in the Issuer's withholding of 2,152 shares of Series C preferred stock to pay the exercise price and issuing to the reporting person the remaining 616 shares of Series C preferred stock. The Issuer's withholding of Series C preferred stock was at a price per share of Series C preferred stock of \$4.2815, which is equal to approximately \$13.76 per share on an as-converted-to-common stock basis.

/s/ Brian Keane, as Attorney-in-
Fact for Keith L. Crandell 12/11/2017

** 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 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.

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