

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Quanterix Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

20-8957988
(I.R.S. Employer Identification No.)

900 Middlesex Turnpike
Billerica, MA
(Address of Principal Executive Offices)

01821
(Zip Code)

2017 Employee Stock Purchase Plan
2017 Employee, Director and Consultant Equity Incentive Plan
(Full title of the plans)

Dr. Masoud Toloue
President and Chief Executive Officer
Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821
(617) 301-9400

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Catherine A. Dargan, Esq.
David H. Engvall, Esq.
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, D.C. 20001
(202) 662-6000

Laurie Churchill
General Counsel
Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821
(617) 301-9400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement registers an aggregate of 1,518,915 additional shares of common stock, par value \$0.001 per share (“Common Stock”), of Quanterix Corporation (the “Company” or the “Registrant”) under the Registrant’s 2017 Employee, Director and Consultant Equity Incentive Plan and 379,729 additional shares of Common Stock under the Registrant’s 2017 Employee Stock Purchase Plan, representing increases in the number of shares of Common Stock reserved for issuance under each such plan, in each case effective January 1, 2024 by operation of the “evergreen” provision contained in the applicable plan.

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, the contents of the Registrant’s Registration Statements on Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) on [March 19, 2018 \(File No. 333-223771\)](#), [May 10, 2019 \(File No. 333-231373\)](#), [August 5, 2020 \(File No. 333-240420\)](#), [May 12, 2021 \(File No. 333-256032\)](#), [May 10, 2022 \(File No. 333-264836\)](#) and [March 6, 2023 \(File No. 333-270295\)](#) are incorporated by reference and made part of this Registration Statement. Any items in such registration statements not expressly changed hereby shall be as set forth in such registration statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

[\(a\) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on February 29, 2024 \(File No. 001-38319\);](#)

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above (other than the portions of those documents not deemed to be filed); and

[\(c\) The description of Common Stock filed as Exhibit 4.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 13, 2020 \(File No. 001-38319\).](#)

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of Common Stock registered under this Registration Statement has been passed upon for the Registrant by Covington & Burling LLP.

Item 8. Exhibits.

Exhibit No.	Description
<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on December 15, 2017).</u>
<u>3.2</u>	<u>Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q filed on August 8, 2023).</u>
<u>4.1</u>	<u>Form of Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 filed on November 9, 2017).</u>
<u>5.1*</u>	<u>Opinion of Covington and Burling LLP.</u>
<u>23.1*</u>	<u>Consent of Covington and Burling LLP (included in Exhibit 5.1).</u>
<u>23.2*</u>	<u>Consent of Ernst & Young LLP.</u>
<u>24.1*</u>	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
<u>99.1</u>	<u>2017 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 99.5 of the Registrant's Registration Statement on Form S-8 filed on March 19, 2018).</u>
<u>99.2</u>	<u>2017 Employee, Director and Consultant Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2.1 of the Registrant's Registration Statement on Form S-1/A filed on November 27, 2017).</u>
<u>107*</u>	<u>Filing Fees Exhibit.</u>

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Billerica, Commonwealth of Massachusetts, on March 4, 2024.

QUANTERIX CORPORATION

By: /s/ Masoud Toloue

Masoud Toloue

President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Each of the directors and officers of Quanterix Corporation whose signature appears below hereby severally constitutes and appoints Masoud Toloue and Vandana Sriram and each of them singly, their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for them and in their name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Quanterix Corporation, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Masoud Toloue, Ph.D.</u> Masoud Toloue, Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	March 4, 2024
<u>/s/ Vandana Sriram</u> Vandana Sriram	Chief Financial Officer (principal financial officer and principal accounting officer)	March 4, 2024
<u>/s/ Martin D. Madaus, Ph.D.</u> Martin D. Madaus, Ph.D.	Chairman	March 4, 2024
<u>/s/ Brian J. Blaser</u> Brian J. Blaser	Director	March 4, 2024
<u>/s/ William P. Donnelly</u> William P. Donnelly	Director	March 4, 2024
<u>/s/ Karen A. Flynn</u> Karen A. Flynn	Director	March 4, 2024
<u>/s/ Sarah E. Hlavinka</u> Sarah E. Hlavinka	Director	March 4, 2024
<u>/s/ Paul M. Meister</u> Paul M. Meister	Director	March 4, 2024
<u>/s/ Laurie J. Olson</u> Laurie J. Olson	Director	March 4, 2024
<u>/s/ David R. Walt, Ph.D.</u> David R. Walt, Ph.D.	Director	March 4, 2024

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

March 4, 2024

Quanterix Corporation
900 Middlesex Turnpike
Billerica, MA 01821

Ladies and Gentlemen:

We have acted as counsel to Quanterix Corporation, a Delaware corporation (the “*Company*”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “*Act*”), of 1,898,644 shares of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), consisting of 1,518,915 shares of Common Stock (the “*Incentive Plan Shares*”) issuable under the Company’s 2017 Employee, Director and Consultant Equity Incentive Plan (the “*Incentive Plan*”) and 379,729 shares of Common Stock (the “*ESPP Shares*” and, together with the Incentive Plan Shares, the “*Shares*”) issuable under the Company’s 2017 Employee Stock Purchase Plan (the “*2017 ESPP*”), pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof (such registration statement is referred to herein as the “*Registration Statement*”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Incentive Plan Shares and the ESPP Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Incentive Plan and the 2017 ESPP, respectively, and any individual agreements relating to such Shares, the Shares will be validly issued, fully paid and non-assessable.

We are members of the bar of the District of Columbia. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Covington & Burling LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Employee Stock Purchase Plan and the 2017 Employee, Director and Consultant Equity Incentive Plan of Quanterix Corporation of our reports dated February 29, 2024, with respect to the consolidated financial statements of Quanterix Corporation and the effectiveness of internal control over financial reporting of Quanterix Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Boston, Massachusetts
March 4, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Quanterix Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, to be issued under the 2017 Employee, Director and Consultant Equity Incentive Plan	Other	1,518,915 (3)	\$23.715	\$36,021,069	\$147.60 per \$1,000,000	\$5,317
Equity	Common Stock, par value \$0.001 per share, to be issued under the 2017 Employee Stock Purchase Plan	Other	379,729 (4)	\$23.715	\$9,005,274	\$147.60 per \$1,000,000	\$1,329
Total Offering Amounts					\$45,026,343		\$6,646
Total Fee Offsets (5)							\$—
Net Fee Due							\$6,646

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the registrant’s Common Stock that become issuable in respect of such securities by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, and based upon the average of the high and low prices of the registrant’s Common Stock as reported on The Nasdaq Global Market on February 28, 2024.
- (3) Represents additional shares of the registrant’s Common Stock reserved for issuance under the registrant’s 2017 Employee, Director and Consultant Equity Incentive Plan.
- (4) Represents additional shares of the registrant’s Common Stock reserved for issuance under the registrant’s 2017 Employee Stock Purchase Plan.
- (5) The registrant does not have any fee offsets.