

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund 2004 L P</u> <hr/> (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u> <hr/> (Street) <u>CAMBRIDGE MA 02142</u> <hr/> (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) 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>					
			4. 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 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	D ⁽²⁾	
Common Stock	12/11/2017		C		1,045,426	A	(1)	1,443,683	D ⁽²⁾	
Common Stock	12/11/2017		C		477,042	A	(1)	1,920,725	D ⁽²⁾	
Common Stock	12/11/2017		C		109,770	A	(1)	2,030,495	D ⁽²⁾	

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		(3)	(4)	Common Stock	398,257	(1)	0	D ⁽²⁾	
Series A-2 Preferred Stock	(1)	12/11/2017		C		3,360,000		(3)	(4)	Common Stock	1,045,426	(1)	0	D ⁽²⁾	
Series B Preferred Stock	(1)	12/11/2017		C		1,533,214		(3)	(4)	Common Stock	477,042	(1)	0	D ⁽²⁾	
Series C Preferred Stock	(1)	12/11/2017		C		352,800		(3)	(4)	Common Stock	109,770	(1)	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Flagship Ventures Fund 2004 L P

 (Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Flagship Ventures General Partner LLC

 (Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person *

AFEYAN NOUBAR

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *

KANIA EDWIN M JR

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. Held by Flagship Ventures Fund 2004, L.P. Flagship Ventures General Partner LLC (the "GP") is the General Partner of Flagship Ventures Fund 2004, L.P. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the Managers of the GP. The GP, Dr. Afeyan and Mr. Kania may be deemed to possess voting and investment control over all shares held by Flagship Ventures Fund 2004, L.P. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
3. 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.
4. Not applicable.

FLAGSHIP VENTURES FUND
2004, L.P. By: Flagship Ventures
General Partner LLC By: /s/ 12/11/2017
Noubar B. Afeyan, Ph.D.,
Manager
FLAGSHIP VENTURES
GENERAL PARTNER LLC By: 12/11/2017
/s/ Noubar B. Afeyan, Ph.D.,
Manager
/s/ Noubar B. Afeyan, Ph.D. 12/11/2017
/s/ Edwin M. Kania, Jr. 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.

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