

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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>Duffy David C.</u> (Last) (First) (Middle) <u>C/O QUANTERIX CORPORATION,</u> <u>113 HARTWELL AVENUE</u> (Street) <u>LEXINGTON MA</u> <u>02421</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/06/2017</u>	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP R&D and CTO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>31,113⁽¹⁾</u>	<u>D</u>	

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				
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>07/06/2021</u>	<u>Common Stock</u>	<u>15,556⁽³⁾</u>	<u>1.93⁽³⁾</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>02/03/2022</u>	<u>Common Stock</u>	<u>31,113⁽³⁾</u>	<u>2.28⁽³⁾</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/21/2023</u>	<u>Common Stock</u>	<u>15,556⁽³⁾</u>	<u>2.89⁽³⁾</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>07/08/2024</u>	<u>Common Stock</u>	<u>4,667⁽³⁾</u>	<u>2.96⁽³⁾</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>09/22/2025</u>	<u>Common Stock</u>	<u>26,095⁽³⁾</u>	<u>3.12⁽³⁾</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>03/31/2027</u>	<u>Common Stock</u>	<u>46,317⁽³⁾</u>	<u>8.16⁽³⁾</u>	<u>D</u>

Explanation of Responses:

- Reflects the 1-for-3.214 reverse stock split of the Issuer's common stock effected on December 4, 2017 in connection with the Issuer's initial public offering.
- All shares underlying this option have vested.
- Reflects the 1-for-3.214 reverse stock split of the Issuer's common stock effected on December 4, 2017 in connection with the Issuer's initial public offering, pursuant to which (i) the number of shares of common stock underlying the option was divided by 3.214 and (ii) the exercise price of the option was multiplied by 3.214.
- The option vested as to 25% of the shares on July 7, 2015 and vests as to an additional 2.083% of the shares per month thereafter until June 30, 2018.
- The option vested as to 25% of the shares on August 21, 2016 and vests as to an additional 2.083% of the shares per month thereafter until July 31, 2019.
- The option vests as to 25% of the shares on March 31, 2018 and vests as to an additional 2.083% of the shares per month thereafter until February 28, 2021.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Brian Keane, Attorney-in-
fact 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.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Joseph Driscoll, Chief Financial Officer of Quanterix Corporation (the "Company"), Ernest Orticerio, Senior Vice President, Finance and Corporate Development of the Company, Brian Keane, General Counsel of the Company, and Megan Gates, John Condon, Brian Shea and Allyson Wilkinson, each of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 29th day of November 2017.

/s/ David C. Duffy, Ph.D.
David C. Duffy, Ph.D.
