

T2 Biosystems, Inc.
Form 4
December 11, 2015

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol
T2 Biosystems, Inc. [TTOO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09-05:00/2015

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10282

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	12/09-05:00/2015		P	700,000 (3)	A \$ 4,157,240 (4) 9.75 (5)	I	See footnotes (1) (2) (3) (4) (5) (6)

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

**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 control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: T2 Biosystems, Inc. - Form 4

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	
Broad Street Principal Investments, L.L.C. 200 WEST STREET NEW YORK, NY 10282	
Bridge Street 2013 Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	
Bridge Street 2013 Offshore, L.P. 200 WEST STREET NEW YORK, NY 10282	
Bridge Street 2013, L.P. 200 WEST STREET NEW YORK, NY 10282	
Bridge Street Opportunity Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	
MBD 2013 Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	
MBD 2013, L.P. 200 WEST STREET	

NEW YORK, NY 10282
 MBD 2013 Offshore, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

/s/ Yvette Koscic, Attorney-in-fact	12/11-05:00/2015
--	------------------

__Signature of Reporting Person	Date
---------------------------------	------

Explanation of Responses:

- * 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).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), MBD 2013, L.P. ("MBD"), MBD 2013 Offshore, L.P. ("MBD Offshore"), MBD 2013 Holdings, L.P. ("MBD Holdings"), Broad Street Principal Investments, L.L.C. ("Broad Street"), Bridge Street 2013, L.P. ("Bridge Street"), Bridge Street 2013 Offshore, L.P. ("Bridge Street Offshore"), and Bridge Street 2013 Holdings, L.P. ("Bridge Street Holdings" and, together with MBD, MBD Offshore, MBD Holdings,

Edgar Filing: T2 Biosystems, Inc. - Form 4

Broad Street, Bridge Street, and Bridge Street Offshore, the "GS Funds"), MBD Advisors, L.L.C. ("MBD Advisors") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street Advisors" and, together with GS Group, Goldman Sachs, the GS Funds and MBD Advisors, the "Reporting Persons").

- (2) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

In connection with the closing of a follow-on public offering (the "Offering") of Common Stock, par value \$0.001 per share (the "Common Stock") of T2 Biosystems, Inc. (the "Company"), which occurred on December 9, 2015, certain of the GS Funds purchased an aggregate of 700,000 shares of the Common Stock at the Offering price of \$9.75. Specifically, Broad Street purchased 588,000 shares of Common Stock, Bridge Street Holdings purchased 86,800 shares of Common Stock and MBD Holdings purchased 25,200 shares of Common Stock.

- (4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 4,157,240 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by certain of the GS Funds because GS Group, or affiliates of GS Group and Goldman Sachs, are the general partner, managing general partner, managing partner, managing member or member of each of the GS Funds. Goldman Sachs is a wholly owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

- (5) Broad Street beneficially owns directly 3,492,083 shares of Common Stock. Bridge Street Holdings beneficially owns directly 515,497 shares of Common Stock. Bridge Street, Bridge Street Offshore and Bridge Street Advisors may each be deemed to beneficially own indirectly 515,497 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Bridge Street Holdings. MBD Holdings beneficially owns directly 149,660 shares of Common Stock. MBD, MBD Offshore and MBD Advisors may each be deemed to beneficially own indirectly 149,660 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by MBD Holdings.

- (6) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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

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