

T2 Biosystems, Inc.
Form 3
August 06, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	T2 Biosystems, Inc. [TTOO]	
(Last)	(First)	(Middle)	08/06/2014		
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10282			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series E Preferred Stock	Â (3)	Â (3)	Common Stock	2,548,150	\$ 0	I	See footnotes ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
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Reporting Owners

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

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

08/06/2014

**Signature of Reporting Person

Date

08/06/2014

/s/ Kevin P. Treanor,
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 08/06/2014

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Attorney-in-fact 08/06/2014

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/s/ Kevin P. Treanor,
Attorney-in-fact 08/06/2014

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

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, 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.

The Series E Preferred Stock (the "Preferred Stock") of T2 Biosystems, Inc. (the "Company") is immediately exercisable and has no expiration date. The Preferred Stock will automatically convert into shares of the Company's Common Stock, par value \$0.001 per share (the "Common Stock") upon the closing of the Company's initial public offering of Common Stock.

(4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 4,331,858 shares of Preferred Stock convertible into 2,548,150 shares of Common Stock by reason of the direct beneficial ownership of Preferred 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

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Sachs is the investment manager of certain of the GS Funds.

Broad Street beneficially owns directly 3,638,761 shares of Preferred Stock convertible into 2,140,447 shares of Common Stock. Bridge Street Holdings beneficially owns directly 537,150 shares of Preferred Stock convertible into 315,970 shares of Common Stock. Bridge Street, Bridge Street Offshore and Bridge Street Advisors may each be deemed to beneficially own indirectly 537,150 shares of Preferred

- (5) Stock convertible into 315,970 shares of Common Stock by reason of the direct beneficial ownership of Preferred Stock by Bridge Street Holdings. MBD Holdings beneficially owns directly 155,947 shares of Preferred Stock convertible into 91,733 shares of Common Stock. MBD, MBD Offshore and MBD Advisors may each be deemed to beneficially own indirectly 155,947 shares of Preferred Stock convertible into 91,733 shares of Common Stock by reason of the direct beneficial ownership of Preferred 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.

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