

Jones Adrian M
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Adrian M

(Last) (First) (Middle)

C/O GOLDMAN SACHS & CO.
LLC, 200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/01-05:00/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | See footnotes (1) (2) (3) (4) (5) |
| Common Stock | 01/01-05:00/2019 | | A | 13,289 A \$ 0 | 4,236,453 | I | |

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

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SEC 1474 (9-02)

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

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
|---|---------|--|--|------|---|-----|-----|------------------|------------------|--------------|---------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 8.92 | | | | | | | (5) | 03/09-04:00/2026 | Common Stock | 60 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Adrian M C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282 | | | | |

Signatures

/s/ Yvette Kosic, Attorney-in-fact 01/03-05:00/2019

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).

The Reporting Person is a managing director of Goldman Sachs & Co. LLC ("Goldman Sachs"). Goldman Sachs is a subsidiary of The (1) Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

(2) The 13,289 shares of common stock, par value \$0.001 per share (the "Common Stock"), were granted pursuant to T2 Biosystems, Inc.'s (the "Company") Amended and Restated 2014 Incentive Award Plan under the Company's Non-Employee Director Compensation Program (the "Plan"), consisting of 13,289 restricted stock units granted to the Reporting Person in his capacity as a director of the Company. The grant of 13,289 restricted stock units shall become fully vested on January 1, 2020, subject to the Reporting Person continuing in service on the Company's board of directors through such vesting date. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The Reporting Person has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.

(3) GS Group may be deemed to beneficially own 49,997 shares of Common Stock by reason of 49,997 restricted stock units that were granted to the Reporting Person pursuant to the Plan. GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 4,157,240 shares of Common Stock of the Company by reason of the direct beneficial ownership of Common Stock by certain investment entities (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 beneficially owns directly and

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GS Group may be deemed to beneficially own indirectly 29,216 shares of Common Stock and Goldman Sachs also had an open short position of 16 shares of Common Stock, reflecting changes due to exempt transactions. Based on the foregoing, the GS Funds and their affiliates collectively may be deemed to beneficially own (continued in footnote 4)

- (4) approximately 9.75% of the Company's outstanding Common Stock, as set forth in the Company's most recent quarterly report on Form 10-Q.

The options to purchase 66,176 shares of Common Stock of the Company were granted to the Reporting Person in his capacity as a director of the Company pursuant to the Plan. The options vest and become exercisable in substantially equal installments on each of the

- (5) first three anniversaries of the date of grant, which was March 9, 2016, subject to the Reporting Person continuing in service on the Company's board of directors through each such vesting date. The Reporting Person has an understanding with GS Group pursuant to which he holds such options for the benefit of GS Group.

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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