

T2 Biosystems, Inc.  
Form 8-K  
December 09, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 3, 2015**

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**T2 BIOSYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36571**  
(Commission  
File Number)

**20-4827488**  
(IRS Employer  
Identification Number)

**101 Hartwell Avenue, Lexington, Massachusetts 02421**  
(Address of principal executive offices, including Zip Code)

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(781) 761-4646

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On December 3, 2015, T2 Biosystems, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co. and Leerink Partners LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), pursuant to which the Company agreed to issue and sell an aggregate of 3,500,000 shares of the Company's common stock to the Underwriters (the Offering). The shares of common stock were sold to the public at an offering price of \$9.75 per share and were purchased by the Underwriters from the Company at a price of \$9.140625 per share. The Company also granted the Underwriters a 30-day option to purchase up to an additional 525,000 shares of common stock at the same price per share. All of the shares of common stock were offered by the Company.

The shares were sold in the Offering pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-206707) that was declared effective on September 22, 2015, as supplemented by a prospectus supplement dated December 3, 2015.

The Offering closed on December 9, 2015. The Company received net proceeds from the Offering of approximately \$31.6 million, after deducting the Underwriters' discounts and commissions and estimated offering expenses payable by the Company.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Latham & Watkins LLP relating to the validity of the securities issued in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of December 3, 2015, among T2 Biosystems, Inc. and Goldman, Sachs & Co. and Leerink Partners LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 9, 2015

**T2 BIOSYSTEMS, INC.**

By: /s/ Maurice Castonguay  
Maurice Castonguay  
Chief Financial Officer

**EXHIBIT INDEX**

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