

GOLDMAN SACHS GROUP INC
 Form 4
 January 03, 2018

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 *
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)
01/01-05:00/2018

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

NEW YORK, NY 10282

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/01-05:00/2018 | | A | | 9,708 | A | \$ 0 |
| | | | | | 4,214,164 | I | |

See footnotes (1) (2) (3) (4)

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 | | | | | | | (4) | 03/09-04:00/2026 | Common Stock | 60 |

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. LLC 200 WEST STREET NEW YORK, NY 10282 | | | | |

Signatures

/s/ Yvette Kusic,
Attorney-in-fact

01/03-05:00/2018

**Signature of Reporting Person

Date

/s/ Yvette Kusic,
Attorney-in-fact

01/03-05:00/2018

**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).

- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs & Co. LLC ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.
- The 9,708 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 9,708 restricted stock units granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company. The grant of 9,708 restricted stock units shall become fully vested on January 1, 2019, subject to Mr. Jones 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. Mr. Jones has an understanding with GS Group pursuant to which

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he holds such securities for the benefit of GS Group.

GS Group may be deemed to beneficially own 27,708 shares of Common Stock by reason of 27,708 restricted stock units that were granted to Mr. Jones pursuant to the Plan. The Reporting Persons 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 is the investment manager of certain of the GS Funds. Goldman Sachs beneficially owns directly and 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.

- (3)
- (4) The options to purchase 66,176 shares of Common Stock of the Company were granted to Mr. Jones 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 first three anniversaries of the date of grant, which was March 9, 2016, subject to Mr. Jones continuing in service on the Company's board of directors through each such vesting date. Mr. Jones 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. 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.