

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): **August 29, 2017**

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)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On August 29, 2017, T2 Biosystems, Inc. (the "Company") and SMC, Ltd. (the "Supplier") entered into an Amendment to Supply Agreement (the "Amendment"), amending that certain Supply Agreement, dated as of October 10, 2014 (the "Supply Agreement").

The Amendment extends the term of the Supply Agreement from October 10, 2017 to December 31, 2017. Under the terms of the Amendment, registrant and Supplier shall enter into a discussion prior to the end of the amended term regarding a new supply agreement.

The Company is seeking Confidential treatment for certain portions of the Amendment pursuant to a Confidential treatment request submitted to the Securities and Exchange Commission.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1*	Amendment to Supply Agreement, dated August 29, 2017

* Certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission pursuant to a Confidential treatment request.

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment to Supply Agreement, dated August 29, 2017</u>

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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: September 5, 2017

T2 BIOSYSTEMS, INC.

By: /s/ Darlene Deptula-Hicks
Darlene Deptula-Hicks
SVP and Chief Financial Officer

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AMENDMENT TO SUPPLY AGREEMENT

This AMENDMENT TO SUPPLY AGREEMENT (“**Amendment**”) is entered into on August 29, 2017, (the “**Amendment Effective Date**”) by and between T2 Biosystems, Inc. (“**BUYER**”), and SMC Ltd. (“**SELLER**”).

WHEREAS, this Amendment is intended to modify the Supply Agreement, dated October 10, 2014, by and between the Buyer and Seller, as amended to date (the “**Agreement**”).

WHEREAS, the parties agree to extend the Initial Term of the Agreement and amend certain exhibits to the Agreement, as more specifically set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises made herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Agreement in accordance with Section XXV of the Agreement as follows:

1. Amendment to Section III. Packaging and Shipping. Section III of the Agreement is hereby amended by inserting the following sentence at the end of the section:

“Seller shall manufacture the Products only at the Buyer approved manufacturing sites listed on Exhibit G attached hereto.”

2. Amendment to Section XVI. Term of the Agreement. Section XVI of the Agreement is hereby amended by deleting the first sentence of the section in its entirety and replacing it with the following:

“The Agreement commences as of the Effective Date and, and shall remain in effect until December 31, 2017 (the “Initial Term”).”

3. Amendment to Exhibit A. Exhibit A to the Agreement is hereby amended by deleting Exhibit A in its entirety and replacing it with Exhibit A attached hereto.

4. Amendment to Exhibit B. Exhibit B to the Agreement is hereby amended by deleting Exhibit B in its entirety and replacing it with Exhibit B attached hereto.

5. Amendment to Exhibit E. Exhibit E to the Agreement is hereby amended by deleting Exhibit E in its entirety and replacing it with Exhibit E attached hereto.

6. Insertion of Exhibit G. The Agreement is hereby amended by inserting Exhibit G in the form attached hereto.

7. No Other Amendments. No other changes or modifications to the Agreement are incorporated in this Amendment, and all other provisions and terms of the Agreement remain in full force and effect upon execution of this Amendment by Buyer’s and Seller’s authorized representatives.

The parties shall enter into discussions regarding a new supply agreement prior to the expiration/termination of this Amendment.

[***] Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

IN WITNESS WHEREOF, the parties have executed this Amendment on the day and year hereinafter written.

BUYER:

By: /s/ John McDonough August 29, 2017
 Name: John McDonough Date
 Title: President & CEO

SELLER:

By: /s/ Tom Howe August 29, 2017
 Name: Tom Howe Date
 Title: Chief Accounting Officer

[***] Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

Exhibit A

Pricing

90-01794 Candida Cartridge — \$[***], case of 12

90-04988 Bacteria Cartridge — \$[***], case of 12

17-00219 2.8 ml Tube — \$[***]

17-00223 2.8 ml Tube Cap — \$[***]

17-00210 Reagent Tray — \$[***]

17-03463 Extended Reagent Tray — \$[***]

17-03526 Extended Reagent Cover — \$[***]

[***] Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

Exhibit B

Approved Validation Protocols

The Products shall be validated in accordance with Buyer's document entitled

PRO-00611 SMC Devens Facility Transfer MVP (Master Validation Plan)
REP-08654, Devens Cleanroom Validation
REP-08655 Candida Cartridge Validation, Devens Transfer
REP-08659, Devens Bleach Tube Assembly Validation
REP-07428, Automated Bleach Tube Assembly Validation
REP-09353, Manufacturing Transfer of T2Candida Cartridge Kit to SMC, Ltd

[***] Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

Exhibit E

Products and Lead Time

90-01794 Candida Cartridge ([***] lead time)

90-04988 Bacteria Cartridge ([***] lead time)

17-00219 2.8 ml Tube ([***] lead time)

17-00223 2.8 ml Tube Cap ([***] lead time)

17-00210 Reagent Tray ([***] lead time)

17-03463 Extended Reagent Tray ([***] lead time)

17-03526 Extended Reagent Cover ([***] lead time)

[***] Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

Exhibit G

Approved Manufacturing Sites

9000 Griffin Street East
Amery, WI 54001

18 Independence Drive
Devens, MA 01434

330 SMC Drive

*** Certain information in this document has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.
