

**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): **March 2, 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))

**Item 2.02 Results of Operations and Financial Condition**

The balance sheet and statements of operations and comprehensive loss for T2 Biosystems' (the "Company's") fiscal quarter and fiscal year ended December 31, 2016 are furnished with this report as Exhibit 99.1. The information previously disclosed in the Company's Press Release, dated February 13, 2017 and the transcript of the conference call held on February 13, 2017, copies of each which were attached as exhibits to the Form 8-K filed by the Company on February 16, 2017 (the "February 8-K"), remain accurate in all material respects. The Company fully anticipates that it will file its Annual Report on Form 10-K by the due date of March 16, 2017, as required by the Securities Act of 1933 (the "Securities Act") without any material changes to the information disclosed herein or in the February 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 and Exhibit 99 of this Current Report on Form 8-K are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, such information, including Exhibit 99.1 attached hereto, shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, except as expressly stated by specific reference in such a filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On March 2, 2017, Shawn Lynch notified the Company of his resignation from his position as the Company's Chief Financial Officer effective immediately. Mr. Lynch indicated that he resigned for personal reasons and his resignation was not the result of any disagreement with the management or Board of Directors of the Company.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Balance sheet and statements of operations and comprehensive loss for the Company's fiscal quarter and fiscal year ended December 31, 2016

2

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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: March 8, 2017

**T2 BIOSYSTEMS, INC.**

By: /s/ John McDonough  
John McDonough  
President and Chief Executive Officer

3

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Balance sheet and statements of operations and comprehensive loss for the Company's fiscal quarter and fiscal year ended December 31, 2016

4

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T2 Biosystems, Inc.  
Condensed Consolidated Statements of Operations and Comprehensive Loss  
(In thousands, except share and per share data)  
(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2016	2015	2016	2015
<b>Revenue:</b>				
Product revenue	\$ 579	\$ 343	\$ 1,747	\$ 599
Research revenue	331	668	2,333	2,214
<b>Total revenue</b>	<b>910</b>	<b>1,011</b>	<b>4,080</b>	<b>2,813</b>
<b>Costs and expenses:</b>				
Cost of product revenue	2,171	910	6,872	1,740
Research and development expenses	5,851	6,638	24,009	25,362
Selling, general and administrative expenses	5,795	5,008	24,077	19,094
<b>Total costs and expenses</b>	<b>13,817</b>	<b>12,556</b>	<b>54,958</b>	<b>46,196</b>
Loss from operations	(12,907)	(11,545)	(50,878)	(43,383)
Interest expense, net	(1,682)	(513)	(4,098)	(1,967)
Other income, net	40	26	172	60
<b>Net loss and comprehensive loss</b>	<b>\$ (14,549)</b>	<b>\$ (12,032)</b>	<b>\$ (54,804)</b>	<b>\$ (45,290)</b>
<b>Net loss per share - basic and diluted</b>	<b>\$ (0.48)</b>	<b>\$ (0.56)</b>	<b>\$ (2.11)</b>	<b>\$ (2.21)</b>
Weighted-average number of common shares used in computing net loss per share	30,457,063	21,322,799	26,015,751	20,501,748

T2 Biosystems, Inc.  
Condensed Consolidated Balance Sheets  
(In thousands, except share and per share data)  
(Unaudited)

	December 31, 2016	December 31, 2015
<b>Assets</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 73,488	\$ 73,662
Accounts receivable	327	369
Prepaid expenses and other current assets	820	838
Inventory, net	803	683
<b>Total current assets</b>	<b>75,438</b>	<b>75,552</b>
Property and equipment, net	13,589	10,655
Restricted cash	260	260
Other assets	281	358
<b>Total assets</b>	<b>\$ 89,568</b>	<b>\$ 86,825</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 962	\$ 1,228
Accrued expenses and other current liabilities	4,908	4,162
Current portion of notes payable	1,269	4,449
Current portion of lease incentives	301	268
Deferred revenue	2,445	2,146
<b>Total current liabilities</b>	<b>9,885</b>	<b>12,253</b>
Notes payable, net of current portion	39,504	26,121
Lease incentives, net of current portion	792	1,076
Other liabilities	49	436
Commitments and contingencies	—	—
<b>Stockholders' equity:</b>		
Common stock, \$0.001 par value; 200,000,000 shares authorized at December 31, 2016 and December 31, 2015; 30,482,712 and 24,175,381 shares issued and outstanding at December 31, 2016 and December 31, 2015, respectively	30	24

Additional paid-in capital	242,997	195,800
Accumulated deficit	(203,689)	(148,885)
Total stockholders' equity	<u>39,338</u>	<u>46,939</u>
<b>Total liabilities and stockholders' equity</b>	<b>\$ <u>89,568</u></b>	<b>\$ <u>86,825</u></b>

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