

Bridge Street Opportunity Advisors, L.L.C.
 Form 4
 August 14, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 08/12-04:00/2014

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

NEW YORK, NY 10282

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/12-04:00/2014 | | C | | 2,548,150 (3) (4) | A | (3) (4) |
| | | | | | | I | 2,548,150 (3) (4) |
| Common Stock | 08/12-04:00/2014 | | P | | 909,090 (5) | A | \$ 11 (7) |
| | | | | | | I | 3,457,240 (6) (7) |

See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series E Preferred Stock | (3) | 08/12-04:00/2014 | | C | 4,331,858 | (3) | (3) | Common Stock | 2,548, |

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
200 WEST STREET
NEW YORK, NY 10282

Broad Street Principal Investments, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2013 Holdings, L.P.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2013 Offshore, L.P.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street 2013, L.P.
200 WEST STREET
NEW YORK, NY 10282

Bridge Street Opportunity Advisors, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

MBD 2013 Holdings, L.P.

200 WEST STREET
NEW YORK, NY 10282

MBD 2013, L.P.
200 WEST STREET
NEW YORK, NY 10282

MBD 2013 Offshore, L.P.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

08/14-04:00/2014

__Signature of Reporting Person

Date

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Attorney-in-fact

08/14-04:00/2014

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08/14-04:00/2014

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Date

/s/ Kevin P. Treanor,
Attorney-in-fact

08/14-04:00/2014

__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"), Goldman, Sachs & Co. ("Goldman Sachs"), MBD 2013, L.P. ("MBD"), MBD 2013 Offshore, L.P. ("MBD Offshore"), MBD 2013 Holdings, L.P. ("MBD Holdings"), Broad Street Principal Investments, L.L.C. ("Broad Street"), Bridge Street 2013, L.P. ("Bridge Street"), Bridge Street 2013 Offshore, L.P. ("Bridge Street

(1) Offshore"), and Bridge Street 2013 Holdings, L.P. ("Bridge Street Holdings" and, together with MBD, MBD Offshore, MBD Holdings, Broad Street, Bridge Street, and Bridge Street Offshore, the "GS Funds"), MBD Advisors, L.L.C. ("MBD Advisors") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street Advisors" and, together with GS Group, Goldman Sachs, the GS Funds and MBD Advisors, the "Reporting Persons").

(2) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

In connection with the closing of the initial public offering (the "IPO") of Common Stock, par value \$0.001 per share (the "Common Stock") of T2 Biosystems, Inc. (the "Company"), which occurred on August 12, 2014, 4,331,858 shares of the Company's Series E

(3) Preferred Stock (the "Preferred Stock"), beneficially owned directly by certain of the GS Funds, and which may be deemed to have been beneficially owned indirectly by GS Group and Goldman Sachs, automatically converted into 2,548,150 shares of the Company's Common Stock. The Preferred Stock was immediately exercisable and had no expiration date.

In connection with the closing of the IPO on August 12, 2014, 3,638,761 shares of Preferred Stock beneficially owned directly by Broad Street automatically converted into 2,140,447 shares of Common Stock. 537,150 shares of Preferred Stock beneficially owned directly by Bridge Street Holdings, which may be deemed to have been beneficially owned indirectly by each of Bridge Street, Bridge Street

(4) Offshore and Bridge Street Advisors by reason of the direct beneficial ownership of Preferred Stock by Bridge Street Holdings, automatically converted into 315,970 shares of Common Stock. 155,947 shares of Preferred Stock beneficially owned directly by MBD Holdings, which may be deemed to have been beneficially owned indirectly by MBD, MBD Offshore and MBD Advisors by reason of the direct beneficial ownership of Preferred Stock by MBD Holdings, automatically converted into 91,733 shares of Common Stock.

On August 12, 2014, in connection with the closing of the IPO, certain of the GS Funds purchased an aggregate of 909,090 shares of

(5) Common Stock at the IPO price of \$11.00 per share of Common Stock. Broad Street purchased 763,636 shares of Common Stock, Bridge Street Holdings purchased 112,727 shares of Common Stock and MBD Holdings purchased 32,727 shares of Common Stock

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 3,457,240 shares of Common Stock by

(6) reason of the direct beneficial ownership of Common Stock by certain of 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 a wholly owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

Broad Street beneficially owns directly 2,904,083 shares of Common Stock. Bridge Street Holdings beneficially owns directly 428,697 shares of Common Stock. Bridge Street, Bridge Street Offshore and Bridge Street Advisors may each be deemed to beneficially own

(7) indirectly 428,697 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Bridge Street Holdings. MBD Holdings beneficially owns directly 124,460 shares of Common Stock. MBD, MBD Offshore and MBD Advisors may each be deemed to beneficially own indirectly 124,460 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by MBD Holdings.

(8) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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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