

T2 Biosystems, Inc.
Form 4
July 07, 2015

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 *
Polaris Venture Partners V, L.P.

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)

1000 WINTER STREET, SUITE 3350

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2015

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

(Street)

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

WALTHAM, MA 02451

(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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/02/2015 | | S ⁽¹⁾ | | 282 | D | \$ 15.5053 (6) | 42,119 | I | See Footnotes (2) (7) (8) |
| Common Stock | 07/02/2015 | | S ⁽¹⁾ | | 99 | D | \$ 15.5053 (6) | 59,461 | I | See Footnotes (3) (7) (8) |
| Common Stock | 07/02/2015 | | S ⁽¹⁾ | | 144 | D | \$ 15.5053 (6) | 81,968 | I | See Footnotes (4) (7) (8) |
| Common Stock | 07/02/2015 | | S ⁽¹⁾ | | 14,474 | D | \$ 15.5053 | 2,244,305 | I | See Footnotes |

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| | | | | | (6) | | | (5) (7) (8) |
|--------------|------------|------------------|--------|---|------------|-----------|---|---------------------------|
| Common Stock | 07/06/2015 | S ⁽¹⁾ | 282 | D | \$ 15.9807 | 41,837 | I | See Footnotes (2) (7) (8) |
| Common Stock | 07/06/2015 | S ⁽¹⁾ | 99 | D | \$ 15.9807 | 59,362 | I | See Footnotes (3) (7) (8) |
| Common Stock | 07/06/2015 | S ⁽¹⁾ | 144 | D | \$ 15.9807 | 81,824 | I | See Footnotes (4) (7) (8) |
| Common Stock | 07/06/2015 | S ⁽¹⁾ | 14,474 | D | \$ 15.9807 | 2,229,831 | I | See Footnotes (5) (7) (8) |
| Common Stock | 07/07/2015 | S ⁽¹⁾ | 282 | D | \$ 16.23 | 41,555 | I | See Footnotes (2) (7) (8) |
| Common Stock | 07/07/2015 | S ⁽¹⁾ | 99 | D | \$ 16.23 | 59,263 | I | See Footnotes (3) (7) (8) |
| Common Stock | 07/07/2015 | S ⁽¹⁾ | 144 | D | \$ 16.23 | 81,680 | I | See Footnotes (4) (7) (8) |
| Common Stock | 07/07/2015 | S ⁽¹⁾ | 14,474 | D | \$ 16.23 | 2,215,357 | I | See Footnotes (5) (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 displays a currently valid OMB control number.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Polaris Venture Partners V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | X | | |
| Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | X | | |
| Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | X | | |
| Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | X | | |
| Polaris Venture Management Co. V, L.L.C. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | X | | |

Signatures

| | |
|--|------------|
| POLARIS VENTURE PARTNERS V, L.P. By: /s/ John J. Gannon, Attorney-in-fact | 07/07/2015 |
| **Signature of Reporting Person | Date |
| POLARIS VENTURE PARTNERS SPECIAL FOUNDERS' FUND V, L.P. By: /s/ John J. Gannon, Attorney-in-fact | 07/07/2015 |
| **Signature of Reporting Person | Date |
| POLARIS VENTURE PARTNERS FOUNDERS' FUND V, L.P. By: /s/ John J. Gannon, Attorney-in-fact | 07/07/2015 |
| **Signature of Reporting Person | Date |
| POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND V, L.P. By: /s/ John J. Gannon, Attorney-in-fact | 07/07/2015 |
| **Signature of Reporting Person | Date |
| POLARIS VENTURE MANAGEMENT CO. V, LLC By: /s/ John J. Gannon, Attorney-in-fact | 07/07/2015 |
| **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).

(1)

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The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting persons on May 22, 2015.

- (2) By Polaris Venture Partners Entrepreneurs' Fund V, L.P.
- (3) By Polaris Venture Partners Founders' Fund V, L.P.
- (4) By Polaris Venture Partners Special Founders' Fund V, L.P.
- (5) By Polaris Venture Partners V, L.P.

- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$15.27 to \$15.78. The reporting persons undertake to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (7) Each of Polaris Venture Partners V, L.P., Polaris Venture Partners Special Founder's Fund V, L.P., Polaris Venture Partners Founders' Fund V, L.P. and Polaris Venture Partners Entrepreneurs' Fund V, L.P. (collectively, the "Funds") has the sole voting and investment power with respect to the shares directly held by it. The general partner of each of the Funds is Polaris Venture Management Co. V, LLC, or Polaris Management. Polaris Management may be deemed to have sole voting and investment power with respect to the shares held by the Funds and disclaims beneficial ownership of all the shares held by the Funds except to the extent of its proportionate pecuniary interest therein.

- (8) The members of North Star Venture Management 2000, LLC, Terrence McGuire and Jonathan Flint, collectively the Management Members, are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power over the shares held by the Funds. The Management Members disclaim beneficial ownership of such shares, except to the extent of their proportionate pecuniary interest therein.

- (9) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$15.27 to \$16.31. The reporting persons undertake to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$16.05 to \$16.39. The reporting persons undertake to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.