

T2 Biosystems, Inc.
Form S-3MEF
May 29, 2018

As filed with the Securities and Exchange Commission on May 29, 2018

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

T2 BIOSYSTEMS, INC.

(Exact name of registrant as specified in its charter)

101 Hartwell Ave.

Lexington, MA 02421

Delaware

(781) 761-4646

20-4827488

**(State or other jurisdiction
of incorporation or organization)**

**(Address, including zip code, and
telephone
number, including area code, of
registrant's principal executive
offices)**

**(I.R.S. Employer
Identification Number)**

John McDonough

President and Chief Executive Officer

T2 Biosystems, Inc.

101 Hartwell Ave.

Lexington, MA 02421

(781) 761-4646

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Johan V. Brigham

Evan G. Smith

Latham & Watkins LLP
John Hancock Tower, 27th Floor
200 Clarendon Street
Boston, MA 02116
(617) 948-6000

Michael T. Gibbs

Vice President, General Counsel and Secretary

T2 Biosystems, Inc.
101 Hartwell Ave.
Lexington, MA 02421
(781) 761-4646

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-206707

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated Filer
 Non-accelerated filer Smaller reporting Company

Emerging growth company
 (Do not check if a smaller reporting 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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered/proposed maximum offering price per unit/proposed maximum aggregate offering price | Amount of registration fee |
|--|--|----------------------------|
| Primary Offering: | | |
| Common Stock | | |
| Preferred Stock | | |
| Debt Securities | | |
| Warrants | | |
| Units | | |
| Total | \$ 8,777,454.45(2) | \$ 1,092.79(1) |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the Securities Act).
- (2) The Registrant previously registered such indeterminate number of securities as would have an aggregate offering price not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-206707), as amended, which was declared effective on September 22, 2015. Of such securities, an aggregate of \$56,112,727.75 have been sold under such Registration Statement, leaving a remaining balance of \$43,887,272.25 as of the date of this filing. The Registrant is filing this registration statement solely for the purpose of increasing the aggregate principal amount of securities being offered by \$8,777,454.45 pursuant to Rule 462(b) of the Securities Act of 1933.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

This Registration Statement relates to the registration statement on Form S-3 (File Number 333-206707) (the Original Registration Statement) declared effective on September 22, 2015 by the Commission, and is being filed for the purpose of registering additional securities in amounts that do not exceed 20% of the Maximum Aggregate Offering Price of securities remaining available for issuance under the Original Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Original Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

| Exhibit No. | Exhibit Description | Form | Incorporated by Reference | | Included in this Registration Statement |
|--------------------|---|-------------|----------------------------------|-----------------------|--|
| | | | Exhibit No. | Date of Filing | |
| 5.1 | <u>Opinion of Latham & Watkins LLP*</u> | S-3 | 5.1 | 9/1/2015 | |
| 23.1 | <u>Consent of Ernst & Young LLP</u> | | | | X |
| 23.2 | <u>Consent of Latham & Watkins LLP*</u> | S-3 | 5.1 | 9/1/2015 | |

*Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lexington, Massachusetts, on the 29th day of May, 2018.

T2 Biosystems, Inc.

By: /s/ John McDonough

Name: John McDonough

Title: President, Chief Executive Officer and
Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|--------------|
| /s/ John McDonough John McDonough | President, Chief Executive Officer and Director (principal executive officer) | May 29, 2018 |
| /s/ John Sprague John Sprague | Chief Financial Officer (principal financial and accounting officer) | May 29, 2018 |
| /s/ Stanley N. Lapidus Stanley N. Lapidus | Director | May 29, 2018 |
| /s/ Adrian Jones Adrian Jones | Director | May 29, 2018 |
| /s/ Michael Cima, Ph.D. Michael Cima, Ph.D. | Director | May 29, 2018 |
| /s/ David B. Elsbree David B. Elsbree | Director | May 29, 2018 |

/s/ Seymour Liebman Director May 29, 2018

Seymour Liebman

/s/ John W. Cumming Director May 29, 2018

John W. Cumming

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