

**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): **April 28, 2016**

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

(b) On April 28, 2016, Moe Castonguay notified T2 Biosystems, Inc. (the "Company") of his retirement from his position as the Company's Chief Financial Officer effective immediately following the Company's filing with the Securities and Exchange Commission of its quarterly report on Form 10-Q for the quarter ending March 31, 2016 and as an employee effective June 30, 2016. In connection with his retirement, the Company anticipates entering into a separation agreement with Mr. Castonguay pursuant to which he will execute a general release of claims in the Company's favor and remain employed by the Company through June 30, 2016.

(c) Also on May 2, 2016, the Company's Board of Directors appointed Shawn Lynch to serve as the Company's Chief Financial Officer, effective May 16, 2016. Prior to joining the Company, Mr. Lynch, 45, held various positions, including Vice President & Chief Financial Officer, at PerkinElmer's Environmental Health business, from 2014 to the present. From 2007 to 2014, Mr. Lynch held various positions at General Electric, with his last assignment serving as Global Controller, Measurement & Control. Prior to joining General Electric, Mr. Lynch held various positions at PerkinElmer and KPMG LLP. Mr. Lynch is a certified public accountant and received his BS in accounting from Suffolk University.

(e) In connection with his appointment, the Company entered into an offer letter agreement and change of control severance letter agreement with Mr. Lynch. Under the terms of Mr. Lynch's offer letter agreement, he will receive an initial annual base salary of \$300,000 and will be eligible to receive an annual cash bonus award targeted at 40% of his annual base salary (pro-rated for 2016), subject to the attainment of Company and individual performance goals. Effective as of May 16, 2016, the Board granted Mr. Lynch an option under the Company's 2014 Incentive Award Plan to purchase 146,600 shares of common stock of the Company at an exercise price per share equal to the stock's closing price on the NASDAQ market on the grant date. The option vests as to 25% of the shares on the first anniversary of Mr. Lynch's employment start date and as to the remaining shares in equal monthly installments over the following 36 months, subject to Mr. Lynch's continued service. Mr. Lynch has also entered into a non-compete, non-disclosure and invention assignment

agreement with us pursuant to which he has agreed to refrain from disclosing our confidential information indefinitely and from competing with us or soliciting our employees or consultants for 12 months following termination of his employment.

In addition, Mr. Lynch and the Company entered into a change of control severance letter agreement. The agreement provides that, if Mr. Lynch's employment is terminated by the Company without cause within three months preceding or 12 months following a change of control or by Mr. Lynch for good reason within 12 months following a change of control (with the terms "cause," "change of control" and "good reason" as defined in the change of control severance letter agreement), Mr. Lynch will be entitled, subject to his signing and not revoking a general release of claims in the Company's favor, to receive:

- an amount equal to his annual base salary, payable over a 12-month period following his termination,
- reimbursement for a portion of the COBRA premiums (based on the then-current cost-sharing rates for active employees) for continued medical coverage for up to 12 months following his termination,
- if the termination occurs prior to the first anniversary of his start date, accelerated vesting of the portion of his equity awards that would have otherwise vested over the 12 month period following the date of termination, and
- if the termination occurs on or after the first anniversary of his start date, full accelerated vesting of all of his outstanding equity awards.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 2, 2016

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: May 4, 2016

T2 BIOSYSTEMS, INC.

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



FOR IMMEDIATE RELEASE

T2 Biosystems to Transition Chief Financial Officer Role to Shawn Lynch

Veteran Financial Executive Replaces Retiring CFO

LEXINGTON, Mass., May 2, 2016 — T2 Biosystems, Inc. (NASDAQ: TTOO), a company developing innovative diagnostic products to improve patient health, today announced that Chief Financial Officer (CFO) Moe Castonguay has decided to retire and that senior financial executive, Shawn Lynch, will be named CFO, effective May 16.

Lynch, 45, a veteran life sciences and financial executive, has spent 20 years involved in finance strategy, strategic financial planning, and managing financial teams, culminating with the financial leadership at a large division at Waltham, MA-based PerkinElmer, a leading life science and diagnostics company.

Most recently, from 2014 to the present, Lynch was Vice President & Chief Financial Officer for PerkinElmer's Environmental Health business, a provider of analytical equipment, consumables and services to the food, environmental, and pharmaceutical end markets.

“Shawn brings us a wide range of expertise in financial planning, management, business development and compliance within growing, global organizations; all critical areas for us at this important time for T2 Biosystems,” president and CEO John McDonough said. “He is a proven strategic thinker, has experience driving organic growth and the development of financial systems and operations, and has managed teams on a global level. This year promises to be a time of growth and expansion for T2 Biosystems, and we look forward to Shawn’s counsel as we build our T2MR® technology business throughout the U.S. and Europe.

“We would like to thank Moe for his contributions to the Company and our financial health over the past year. His expertise and guidance during recent transitional stages of our business have proven to be critically important, and we wish him well,” McDonough added.

Prior to PerkinElmer, Lynch was with General Electric from 2007 to 2014 in various roles of increasing responsibility with his last assignment serving as Global Controller, Measurement & Control. Prior to General Electric, he spent three years in his first stint at PerkinElmer with his last assignment as the Director of Finance for the Bio-Discovery business.

Lynch started his career at KPMG LLP where he last served as a Director in the firm’s M&A practice serving both public company and private equity clients. He is a certified public accountant and received a BS in accounting from Suffolk University.

About T2 Biosystems

T2 Biosystems is focused on developing innovative diagnostic products to improve patient health. With two FDA-cleared products targeting sepsis and a range of additional products in development, T2 Biosystems is an emerging leader in the field of in vitro diagnostics. The Company is utilizing its proprietary T2 Magnetic Resonance platform, or T2MR, to develop a broad set of applications aimed at lowering mortality rates, improving patient outcomes and reducing the cost of healthcare by helping medical professionals make targeted treatment decisions earlier. T2MR enables the fast and sensitive detection of pathogens, biomarkers and other abnormalities in a variety of unpurified patient sample types, including whole blood, eliminating the time-consuming sample prep required in current methods. For more information, please visit www.t2biosystems.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements. These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the performance of the Company’s diagnostic products and the ability to bring such products to market. These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. For more information on risk factors for T2 Biosystems, Inc.’s business, please refer to the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 9, 2016, under the heading “Risk Factors,” and other filings the Company makes with the Securities and Exchange Commission from time to time. Any such forward-looking statements represent management’s estimates as of the date of this press release. While the Company may elect to update such forward-looking statements at some point in the future, it disclaims any obligation to do so, even if subsequent events cause its views to change. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this press release.

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