

T2 Biosystems, Inc.
Form NT 10-K
March 19, 2018

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

FORM 12b-25

NOTIFICATION OF LATE FILING

| | | | | | SEC FILE NUMBER |
|--------------|-----------|------------|------------|-----------|-----------------|
| | | | | | 001-36571 |
| (Check One): | Form 10-K | Form 20-F | Form 11-K | Form 10-Q | CUSIP NUMBER |
| | Form 10-D | Form N-SAR | Form N-CSR | | 89853L104 |

For Period Ended: December 31, 2017

Transition Report on Form 10-K
Transition Report on Form 20-F
Transition Report on Form 11-K
Transition Report on Form 10-Q
Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

T2 BIOSYSTEMS, INC.

Full Name of Registrant

N/A

Former Name if Applicable

101 Hartwell Ave.

Address of Principal Executive Officer (*Street and Number*)

Lexington, MA 02421

City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate).

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail why the Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Despite diligent efforts, T2 Biosystems, Inc. (the Company) is unable to file its Annual Report on Form 10-K for the period ending December 31, 2017 (the Form 10-K) by the prescribed due date as a result of unexpected delays in the completion of its financial statements and related portions of the Form 10-K, including delays relating to the valuation of complex embedded derivatives created by features of the Company's outstanding debt with CRG Financing LLC.

Such delays could not be eliminated without unreasonable effort and expense. The Company anticipates filing the Form 10-K no later than fifteen calendar days following the prescribed due date, in accordance with Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

Any change in the valuation of the embedded derivative will be recognized as a non-cash expense item.

The Company currently does not expect any changes to the financial results it previously reported in its press release dated March 6, 2018.

Forward-Looking Statements

This notification of late filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this notification that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the impact

of the valuation of embedded complex derivatives created by features of the Company's outstanding debt with CRG Financing LLC, the Company's expectations regarding its financial results reported in its press release dated March 6, 2018 and the Company's expectations that it will file the Form 10-K within the time period prescribed by Rule 12b-25. 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 our 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 following: that the Company is not able to complete its Form 10-K in the time period that it currently expects, and the risk that the Company finds errors in its consolidated financial statements. These and other important factors discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, and our other reports filed with the Securities and Exchange Commission could cause actual results to differ materially from those indicated by the forward-looking statements made in this notification. Any such forward-looking statements represent management's estimates as of the date of this notification. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change, except as required under applicable law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this notification.

PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

John Sprague
(Name)

(781)
(Area Code)

457-3898
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s). Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

T2 Biosystems, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 19, 2018

By /s/ John Sprague
John Sprague
Chief Financial Officer
(Principal Accounting Officer)