

Edgar Filing: TANDEM DIABETES CARE INC - Form SC 13G

TANDEM DIABETES CARE INC
Form SC 13G
February 16, 2018

United States
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

Tandem Diabetes Care, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

875372203

(CUSIP Number)

February 8, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 875372203

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Corrib Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,085,300

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,085,300

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,085,300

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12. TYPE OF REPORTING PERSON

CO

CUSIP No. 875372203

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

PCH Manager Fund, SPC.-Segregated Portfolio 206

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) ☐
(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,414,700

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,414,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,414,700

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0%

12. TYPE OF REPORTING PERSON

CO

CUSIP No. 875372203

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Corrib Capital Management, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☐

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,500,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,500,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,500,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.2%

12. TYPE OF REPORTING PERSON

IA, PN

CUSIP No. 875372203

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kevin M. Cavanaugh

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,500,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,500,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,500,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 875372203

Item 1(a). Name of Issuer:

Tandem Diabetes Care, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

11075 Roselle Street
San Diego, California 92121

Item 2(a). Name of Persons Filing:

Corrib Master Fund, Ltd.
PCH Manager Fund, SPC.-Segregated Portfolio 206
Corrib Capital Management, L.P.
Kevin M. Cavanaugh

Item 2(b). Address of Principal Business Office, or if None, Residence:

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Corrib Master Fund, Ltd.
c/o Corrib Capital Management, L.P.
527 Marquette Avenue South, Suite #1000
Minneapolis, Minnesota 55402

PCH Manager Fund, SPC.-Segregated Portfolio 206
c/o Corrib Capital Management, L.P.
527 Marquette Avenue South, Suite #1000
Minneapolis, Minnesota 55402

Corrib Capital Management, L.P.
527 Marquette Avenue South, Suite #1000
Minneapolis, Minnesota 55402

Kevin M. Cavanaugh
c/o Corrib Capital Management, L.P.
527 Marquette Avenue South, Suite #1000
Minneapolis, Minnesota 55402

Item 2(c). Citizenship:

Corrib Master Fund, Ltd.: Cayman Islands
PCH Manager Fund, SPC.-Segregated Portfolio 206: Cayman Islands
Corrib Capital Management, L.P.: Delaware
Kevin M. Cavanaugh: United States

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 Par Value

Item 2(e). CUSIP Number:

875372203

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act.
- (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

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- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Corrib Master Fund, Ltd: 2,085,300
PCH Manager Fund, SPC.-Segregated Portfolio 206: 2,414,700
Corrib Capital Management, L.P.: 4,500,000
Kevin M. Cavanaugh: 4,500,000

(b) Percent of class:

Corrib Master Fund, Ltd: 5.2%
PCH Manager Fund, SPC.-Segregated Portfolio 206: 6.0%
Corrib Capital Management, L.P.: 11.2%
Kevin M. Cavanaugh: 11.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Corrib Master Fund, Ltd: 0
PCH Manager Fund, SPC.-Segregated Portfolio 206: 0
Corrib Capital Management, L.P.: 0
Kevin M. Cavanaugh: 0

(ii) Shared power to vote or to direct the vote:

Corrib Master Fund, Ltd: 2,085,300
PCH Manager Fund, SPC.-Segregated Portfolio 206: 2,414,700
Corrib Capital Management, L.P.: 4,500,000
Kevin M. Cavanaugh: 4,500,000

(iii) Sole power to dispose or to direct the disposition of:

Corrib Master Fund, Ltd.: 0
PCH Manager Fund, SPC.-Segregated Portfolio 206: 0
Corrib Capital Management, L.P.: 0
Kevin M. Cavanaugh: 0

(iv) Shared power to dispose or to direct the disposition of:

Corrib Master Fund, Ltd.: 2,085,300
PCH Manager Fund, SPC.-Segregated Portfolio 206: 2,414,700
Corrib Capital Management, L.P.: 4,500,000
Kevin M. Cavanaugh: 4,500,000

Instruction: For computations regarding securities which represent a right to acquire an underlying security see Section 240.13d-3(d)(1).

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Section 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

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Item 10. Certifications.

By signing below, each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2018

Corrib Master Fund, Ltd.*

By: /s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh

Title: Director

PCH Manager Fund, SPC.-Segregated Portfolio 206*

By: /s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh

Title: Director

Corrib Capital Management, L.P.*

By:/s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh

Kevin M. Cavanaugh*

By: /s/ Kevin M. Cavanaugh

Kevin M. Cavanaugh

*The Reporting Persons disclaim beneficial ownership in the common stock reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT A

AGREEMENT

Each of the undersigned agree that this Schedule 13G dated February 16, 2018 relating to the Common Stock, \$0.001 Par Value of Tandem Diabetes Care, Inc. shall be filed on its (or his) behalf pursuant to and in accordance with the provisions of Rule 13d-1(K) under the Securities Exchange Act of 1934, as amended.

Corrib Master Fund, Ltd.
By: /s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh
Title: Director

PCH Manager Fund, SPC.-Segregated Portfolio 206
By: Corrib Capital Management L.P., its subadviser
By:/s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh

Corrib Capital Management, L.P.
By: /s/ Kevin M. Cavanaugh

Name: Kevin M. Cavanaugh

Kevin M. Cavanaugh
By: /s/ Kevin M. Cavanaugh

Kevin M. Cavanaugh