

TANDEM DIABETES CARE INC  
 Form 4  
 November 19, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 DOVEY BRIAN H

2. Issuer Name and Ticker or Trading Symbol  
 TANDEM DIABETES CARE INC  
 [TNDM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O DOMAIN ASSOCIATES,  
 LLC, ONE PALMER SQUARE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/19/2013

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

PRINCETON, NJ 08542

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 11/19/2013                           |  | C                              | 3,189,058 A   | 3,189,058   | I  | By Domain Partners VII, L.P.                          |
| Common Stock                    | 11/19/2013                           |  | C                              | 54,390 A  | 54,390  | I  | By DP VII Associates, L.P.                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

number.

**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 Security (Instr. 3 and 4) |                 |                          |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------|---|-----------------|--------------------------|------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)       | Date Exercisable  | Expiration Date | Title                    | Amount           |
|  |  |                                      |  |                                |   |  |           |   |                 |                          | Number of Shares |
| Series B Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 356,111   | (1)   | (1)             | Common Stock             | 356,111          |
| Series C Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 549,833   | (1)   | (1)             | Common Stock             | 549,833          |
| Series D Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 2,283,114 | (1)   | (1)             | Common Stock             | 2,283,114        |
| Warrant to Purchase Series D Preferred Stock | \$ 4.4   | 11/19/2013                           |  | J(2)                           |   |  | 590,403   | (3)   | (3)             | Series D Preferred Stock | 590,403          |
| Warrant to Purchase Common Stock             | \$ 7.37  | 11/19/2013                           |  | J(2)                           |   |  | 352,351   | (4)   | (4)             | Common Stock             | 352,351          |
| Series B Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 6,071     | (1)   | (1)             | Common Stock             | 6,071            |
| Series C Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 9,378     | (1)   | (1)             | Common Stock             | 9,378            |
| Series D Preferred Stock                     | (1)  | 11/19/2013                           |  | C                              |   |  | 38,941    | (1)   | (1)             | Common Stock             | 38,941           |
| Warrant to Purchase Series D Preferred Stock | \$ 4.4   | 11/19/2013                           |  | J(2)                           |   |  | 10,068    | (5)   | (5)             | Series D Preferred Stock | 10,068           |

Stock

Warrant

to

Purchase \$ 7.37 11/19/2013 J<sup>(2)</sup> 6,008 (6) (6) Common Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOVEY BRIAN H<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542 |               | X         |         |       |

## Signatures

/s/Kathleen K. Schoemaker,  
Attorney-in-Fact 11/19/2013

\_\_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) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock had no expiration date. The Common Stock equivalents of the preferred stock reflect the 1 for 1.6756 reverse split of the Common Stock effected in November 2013.

(2) Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock automatically converted into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants were convertible into, subject to the reverse split described in footnote (1), and the exercise price accordingly adjusted to \$7.37 per share.

(3) The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 362,965 shares on 8/17/21; 90,741 shares on 5/25/22; and 136,697 shares on 7/17/22.

(4) The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 216,617 shares on 8/17/21; 54,154 shares on 5/25/22; and 81,580 shares on 7/17/22.

(5) The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

(6) The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 3,694 shares on 8/17/21; 923 shares on 5/25/22; and 1,391 shares on 7/17/22.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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