

TANDEM DIABETES CARE INC
 Form 3
 November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â BERGER DAVID B (Last) (First) (Middle) C/O TANDEM DIABETES CARE, INC.,Â 11045 ROSELLE STREET (Street) SAN DIEGO,Â CAÂ 92121 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2013 | 3. Issuer Name and Ticker or Trading Symbol TANDEM DIABETES CARE INC [TNDM] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) GENERAL COUNSEL | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------------|-------|------------|------------------------------|-----------|------------|----------------------------------|------------------|
| Series B Preferred Stock | Â (1) | Â (2) | Common Stock | 1,034 | \$ 0 | I | See footnote (3) |
| Series C Preferred Stock | Â (1) | Â (2) | Common Stock | 1,960 | \$ 0 | I | See footnote (3) |
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 11,936 | \$ 0 | I | See footnote (3) |
| Preferred Stock Warrant | Â (4) | 08/31/2021 | Series D Preferred Stock (5) | 2,272 (5) | \$ 4.4 (5) | I | See footnote (3) |
| Preferred Stock Warrant | Â (4) | 07/03/2022 | Series D Preferred Stock (6) | 909 (6) | \$ 4.4 (6) | I | See footnote (3) |
| Preferred Stock Warrant | Â (4) | 08/21/2022 | Series D Preferred Stock (7) | 909 (7) | \$ 4.4 (7) | I | See footnote (3) |
| Incentive Stock Option (8) | Â (9) | Â (10) | Common Stock | 89,520 | \$ 6.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGER DAVID B C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121 | Â | Â | Â GENERAL COUNSEL | Â |

Signatures

/s/ David B. Berger
11/13/2013

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The securities are immediately convertible.
- (2) The expiration date is not relevant to the conversion of these securities.
- (3) The securities are held by the Berger Family Trust dated April 16, 2008.
- (4) The warrants are immediately exercisable.
- (5) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 1,355 shares of the Issuer's common stock at an exercise price of \$7.37 per share.

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- (6) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 542 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (7) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 542 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (8) Granted pursuant to the Issuer's Tandem Diabetes Care, Inc. 2006 Stock Incentive Plan.
- (9) The date of grant of the option was 8/6/2013. All shares subject to the option will vest as to 25% on 8/6/2014 and in 36 equal monthly installments thereafter.
- (10) The expiration date for these options is 10 years from the date of grant.

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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