

TANDEM DIABETES CARE INC
 Form 4
 November 21, 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 *
BLICKENSTAFF KIM D

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 TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT AND CEO

SAN DIEGO, CA 92121

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 11/19/2013 | | C | 311,402 A | \$ 0 407,939 | I | See footnote (1) |

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

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SEC 1474 (9-02)

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

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| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Preferred Stock | (2) | 11/19/2013 | | C | 30,681 (3) | (2) (2) | Common Stock | 18,310 (2) |
| Series B Preferred Stock | (2) | 11/19/2013 | | C | 127,241 (3) | (2) (2) | Common Stock | 75,938 (2) |
| Series D Preferred Stock | (2) | 11/19/2013 | | C | 363,864 | (2) (2) | Common Stock | 217,154 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLICKENSTAFF KIM D C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121 | X | | PRESIDENT AND CEO | |

Signatures

/s/ David B. Berger, Attorney-in-Fact for Kim D. Blickenstaff 11/21/2013

**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) The securities are held by the Kim Blickenstaff Revocable Trust dated April 15, 2010.
- (2) Each share of Preferred Stock automatically converted on a 1-to-0.5968 basis into Common Stock immediately upon the consummation of the Issuer's initial public offering and had no expiration date.
- (3) The number of shares of Preferred Stock reflects the effect of applicable anti-dilution adjustments that occurred as a result of the issuance of the Series D Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.