

TANDEM DIABETES CARE INC  
Form 4  
November 19, 2014

**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 \*  
BERGER DAVID B

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)

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

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

C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET

11/14/2014

GENERAL COUNSEL

(Street)

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

SAN DIEGO, CA 92121

(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) |        |   |                         |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|-------------------------|
|                                    |                                      |  |                                | (A) or (D)  | Price   |  |                                   |        |   |                         |
|                                    |                                      |  | Code                           | V   | Amount  |  |                                   |        |   |                         |
| Common Stock <u>(1)</u> <u>(2)</u> | 11/14/2014                           |  | A                              |   | 1,002   | A  | \$ 12.72                          | 5,332  | D |                         |
| Common Stock                       | 11/17/2014                           |  | J <sup>(3)</sup>               |   | 2,000   | D  | \$ 0                              | 3,332  | D |                         |
| Common Stock                       | 11/17/2014                           |  | J <sup>(3)</sup>               |   | 2,000   | A  | \$ 0                              | 16,930 | I | See footnote <u>(4)</u> |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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**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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

/s/ David B. Berger 11/19/2014

\*\*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).
- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of May 16, 2014 through November 14, 2014. This transaction is also exempt under Rule 16b-3(c).
- (1) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on November 14, 2014.
  - (2) On November 14, 2014 the reporting person transferred 2,000 shares beneficially owned by reporting person to the Berger Family Trust dated April 16, 2008 (the "Trust"). Reporting person is trustee of the Trust and has a pecuniary interest in the shares of the issuer held by the Trust.
  - (3) The securities are held by the Berger Family Trust dated April 16, 2008.
  - (4)

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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