

Allen Dick
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Allen Dick

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)
03/08/2019

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

C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET

(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 | 03/08/2019 | | S | 6,100 | D | \$ 62.71 | 200 D ⁽²⁾ |
| | | | | | | ⁽¹⁾ | |
| Common Stock | 03/08/2019 | | S | 200 | D | \$ 63.22 | 0 D ⁽²⁾ |
| | | | | | | ⁽³⁾ | |
| Common Stock | 03/08/2019 | | S | 6,300 | D | \$ 62.29 | 0 I See Footnote ⁽⁴⁾ |
| Common | 03/08/2019 | | S | 418 | D | \$ | 2,000 I See |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|--------------|--------|---|--|-------------------|
| Stock | | | | | | 62.53 | | | Footnote (5) |
| Common Stock | 03/08/2019 | S | 418 | D | \$ 62.53 | 2,000 | I | | See Footnote (6) |
| Common Stock | 03/08/2019 | S | 3,803 | D | \$ 62.79 (7) | 14,300 | I | | See Footnote (8) |
| Common Stock | 03/08/2019 | S | 300 | D | \$ 63.21 (9) | 14,000 | I | | See Footnote (8) |
| Common Stock | | | | | | 52,000 | I | | See Footnote (10) |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| Allen Dick C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET SAN DIEGO, CA 92121 | X | | | |

Signatures

s/ David B. Berger, Attorney-in-Fact for Dick P.
Allen

03/11/2019

__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 price reported reflects the weighted average price per share of multiple transactions with prices per share ranging between \$62.19 and \$63.18.
- (2) The securities are held in the Dick Allen Roth IRA.
- (3) The price reported reflects the weighted average price per share of multiple transactions with prices per share ranging between \$63.19 and \$63.245.
The securities are held in the Mary Allen Roth IRA. The Reporting Person is married to Mary Allen, and the Reporting Person may be deemed to have indirect beneficial ownership of such securities held in the Mary Allen Roth IRA. The Reporting Person disclaims beneficial ownership of such securities held in the Mary Allen Roth IRA.
- (5) The securities are held by the Gammon Children's 2000 Trust FBO Hannah Lee Gammon. The Reporting Person is co-trustee of the Gammon Children's 2000 Trust FBO Hannah Lee Gammon and has shared voting and investment power over the securities held by the Gammon Children's 2000 Trust FBO Hannah Lee Gammon and may be deemed to have indirect beneficial ownership of such securities. The Reporting Person disclaims beneficial ownership of such securities held by the Gammon Children's 2000 Trust FBO Hannah Lee Gammon.
- (6) The securities are held by the Gammon Children's 2000 Trust FBO Jake Allen Gammon. The Reporting Person is co-trustee of the Gammon Children's 2000 Trust FBO Jake Allen Gammon and has shared voting and investment power over the securities held by the Gammon Children's 2000 Trust FBO Jake Allen Gammon and may be deemed to have indirect beneficial ownership of such securities. The Reporting Person disclaims beneficial ownership of such securities held by the Gammon Children's 2000 Trust FBO Jake Allen Gammon.
- (7) The price reported reflects the weighted average price per share of multiple transactions with prices per share ranging between \$62.1734 and \$63.16.
The securities are held by Allen Cornerstone Ventures L.P. The Reporting Person is the managing partner of Allen Cornerstone Ventures L.P. and may be deemed to have indirect beneficial ownership of such securities. The Reporting Person disclaims beneficial ownership of such securities held by Allen Cornerstone Ventures L.P., except to the extent of his proportionate pecuniary interest therein.
- (9) The price reported reflects the weighted average price per share of multiple transactions with prices per share ranging between \$63.20 and \$63.24.
- (10) The securities are held by the Allen Family Trust dated October 12, 1981.

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.