

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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Allen Dick</p> <p>(Last) (First) (Middle)</p> <p>C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET</p> <p>(Street)</p> <p>SAN DIEGO, CA 92121</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/13/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TANDEM DIABETES CARE INC [TNDM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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) |
|------------------------------------|--|---|--|
| Common Stock | 687 | I | See footnote ⁽¹⁾ |
| Common Stock | 223 | I | See footnote ⁽²⁾ |
| Common Stock | 223 | I | See footnote ⁽³⁾ |

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)

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| 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) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 38,454 | \$ 0 | I | See footnote <u>(6)</u> |
| Series A Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 3,691 | \$ 0 | I | See footnote <u>(1)</u> |
| Series B Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 13,258 | \$ 0 | I | See footnote <u>(6)</u> |
| Series B Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 1,004 | \$ 0 | I | See footnote <u>(1)</u> |
| Series C Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 9,842 | \$ 0 | I | See footnote <u>(6)</u> |
| Series C Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 4,921 | \$ 0 | I | See footnote <u>(1)</u> |
| Series D Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 50,044 | \$ 0 | I | See footnote <u>(6)</u> |
| Series D Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 28,672 | \$ 0 | I | See footnote <u>(1)</u> |
| Series D Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 596 | \$ 0 | I | See footnote <u>(2)</u> |
| Series D Preferred Stock | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 596 | \$ 0 | I | See footnote <u>(3)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 08/31/2021 | Common Stock <u>(8)</u> | 22,727 <u>(8)</u> | \$ 4.4 <u>(8)</u> | I | See footnote <u>(6)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 08/31/2021 | Common Stock <u>(9)</u> | 4,545 <u>(9)</u> | \$ 4.4 <u>(9)</u> | I | See footnote <u>(1)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 05/25/2022 | Common Stock <u>(10)</u> | 9,999 <u>(10)</u> | \$ 4.4 <u>(10)</u> | I | See footnote <u>(6)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 07/03/2022 | Common Stock <u>(11)</u> | 2,272 <u>(11)</u> | \$ 4.4 <u>(11)</u> | I | See footnote <u>(1)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 07/17/2022 | Common Stock <u>(12)</u> | 13,851 <u>(12)</u> | \$ 4.4 <u>(12)</u> | I | See footnote <u>(6)</u> |
| Preferred Stock Warrant | Â <u>(7)</u> | 08/21/2022 | Series D Preferred Stock <u>(13)</u> | 7 <u>(13)</u> | \$ 4.4 <u>(13)</u> | I | See footnote <u>(1)</u> |
| Stock Option <u>(14)</u> | Â <u>(15)</u> | Â <u>(16)</u> | Common Stock | 16,710 | \$ 1.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Allen Dick C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121 | X | | | |

Signatures

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

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 held by Cornerstone Ventures. The Reporting Person is the managing partner of Cornerstone Ventures and may be deemed to have indirect beneficial ownership of such securities. The Reporting Person disclaims beneficial ownership of such securities held by Cornerstone Ventures, except to the extent of his proportionate pecuniary interest therein.
- (2) 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.
- (3) 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 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 Jake Allen Gammon.
- (4) The securities are immediately convertible.
- (5) The expiration date is not relevant to the conversion of these securities.
- (6) The securities are held by the Allen Family Trust dated 10/12/81.
- (7) The warrants are immediately exercisable.
- (8) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 13,563 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (9) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 2,712 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (10) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 5,967 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (11) 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.
- (12) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 8,266 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (13) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 4 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
- (14) Granted pursuant to the Issuer's Tandem Diabetes Care, Inc. 2006 Stock Incentive Plan.

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(15) The date of grant of the option was 4/23/2013. All shares subject to the option will vest in 24 equal monthly installments commencing on 4/23/2013.

(16) The expiration date of 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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