

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Delphi Management Partners VIII, L.L.C. | | (Month/Day/Year) | TANDEM DIABETES CARE INC [TNDM] | |
| (Last) | (First) | 11/13/2013 | | |
| 3000 SAND HILL ROAD,,Â BUILDING 1, SUITE 135 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MENLO PARK,Â CAÂ 94025 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Series C Preferred Stock | Â (1) | Â (2) | Common Stock | 664,565 | \$ 0 | I | See footnote (3) |
| Series C Preferred Stock | Â (1) | Â (2) | Common Stock | 6,488 | \$ 0 | I | See footnote (4) |
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 2,967,987 | \$ 0 | I | See footnote (3) |
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 28,979 | \$ 0 | I | See footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Delphi Management Partners VIII, L.L.C. 3000 SAND HILL ROAD, BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| DELPHI VENTURES VIII LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Delphi BioInvestments VIII LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| ROEDER DOUGLAS A 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| BOCHNOWSKI JAMES J 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| DOUGLASS DAVID L 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| PAKIANATHAN DEEPIKA 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ David B. Berger, Attorney-in-Fact for Delphi Management Partners VIII, L.L.C. | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for Delphi Ventures VIII, L.P. | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for Delphi BioInvestments VIII, L.P. | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for Douglas A. Roeder | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for James T. Bochnowski | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for David L. Douglass | 11/13/2013 |
| __Signature of Reporting Person | Date |
| /s/ David B. Berger, Attorney-in-Fact for Deepika R. Pakianathan | 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.

The reported securities are owned directly by Delphi Ventures VIII, L.P. ("DV VIII"). Delphi Management Partners VIII, L.L.C. (the "General Partner"), as general partner of Delphi Ventures VIII, L.P., and Douglas A. Roeder, James J. Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D., the managing members of the General Partner, may be deemed to share voting and dispositive power over the reported securities but each disclaims beneficial ownership in the securities held by DV VIII, except to the extent of their pecuniary interest therein.

- (4) The reported securities are owned directly by Delphi BioInvestments VIII, L.P. ("DBI VIII"). The General Partner, as general partner of Delphi BioInvestments VIII, L.P., and Douglas A. Roeder, James J. Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D., the managing members of the General Partner, may be deemed to share voting and dispositive power over the reported securities but each disclaims beneficial ownership in the securities held by DBI VIII, except to the extent of their pecuniary interest therein.

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.