

TANDEM DIABETES CARE INC
 Form 4
 January 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 CAHILL EDWARD L

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 HLM VENTURE PARTNERS,, 222 BERKELEY STREET

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2013

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

(Street)
 BOSTON, MA 02116

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	12/30/2013		X		85,096	A	\$ 7.37	1,739,154	I	Directly owned by HLM Venture Partners II, L.P. (1)

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Preferred Stock Warrant <u>(2)</u>	\$ 7.37	12/30/2013		X	52,316	<u>(3)</u> 08/17/2021	Common Stock	52,316	
Preferred Stock Warrant <u>(4)</u>	\$ 7.37	12/30/2013		X	13,078	<u>(3)</u> 05/25/2022	Common Stock	13,078	
Preferred Stock Warrant <u>(5)</u>	\$ 7.37	12/30/2013		X	19,702	<u>(3)</u> 07/17/2022	Common Stock	19,702	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116	X			

Signatures

/s/ David B. Berger, Attorney-in-Fact for Edward L.
Cahill

01/02/2014

__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).

(1) The Reporting Person is a managing member of HLM Venture Associates II, L.L.C. ("Associates"), the general partner of HLM Venture Partners II, L.P. ("Partners"). As a managing member of Associates, the Reporting Person shares voting and investment power over the securities held by Partners and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Partners, except to the extent of his proportionate pecuniary interest therein.

(2) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 52,316 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

(3) The warrants are immediately exercisable.

(4) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 13,078 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

(5) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 19,702 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

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.