

TANDEM DIABETES CARE INC
 Form 4
 November 19, 2013

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 *
 DP VII ASSOCIATES LP

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 DOMAIN ASSOCIATES,
 LLC, ONE PALMER SQUARE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2013

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

PRINCETON, NJ 08542

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock	11/19/2013		C	A	54,390		D	

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	11/19/2013		C		6,071	<u>(1)</u> <u>(1)</u>	Common Stock	6,071
Series C Preferred Stock	<u>(1)</u>	11/19/2013		C		9,378	<u>(1)</u> <u>(1)</u>	Common Stock	9,378
Series D Preferred Stock	<u>(1)</u>	11/19/2013		C		38,941	<u>(1)</u> <u>(1)</u>	Common Stock	38,941
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		<u>J(2)</u>		10,068	<u>(3)</u> <u>(3)</u>	Series D Preferred Stock	10,068
Warrant to Purchase Common Stock	\$ 7.37	11/19/2013		<u>J(2)</u>		6,008	<u>(4)</u> <u>(4)</u>	Common Stock	6,008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DP VII ASSOCIATES LP C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542		X		

Signatures

/s/Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of DP VII Associates, L.P.

11/19/2013

__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) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock had no expiration date. The Common Stock equivalents of the preferred stock reflect the 1 for 1.6756 reverse split of the Common Stock effected in November 2013.

(2) Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock automatically converted into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants were convertible into, subject to the reverse split described in footnote (1), and the exercise price accordingly adjusted to \$7.37 per share.

(3) The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

(4) The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 3,694 shares on 8/17/21; 923 shares on 5/25/22; and 1,391 shares on 7/17/22.

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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