
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 22, 2017

Tandem Diabetes Care, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36189
(Commission
File Number)

20-4327508
(I.R.S. Employer
Identification No.)

11045 Roselle Street, San Diego, CA
(Address of principal executive offices)

92121
(Zip Code)

Registrant's telephone number, including area code: (858) 366-6900

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On March 22, 2017, Tandem Diabetes Care, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Piper Jaffray & Co., as representative of the several underwriters named therein (the “Underwriters”), in connection with the public offer and sale by the Company of 18,000,000 shares of the Company’s common stock, par value \$0.001 per share, at a public offering price of \$1.25, less underwriting discounts. The shares are being offered and sold pursuant to a Registration Statement on Form S-1 (File No. 333-216531), which was originally filed with the Securities and Exchange Commission (“SEC”) on March 8, 2017 and declared effective by the SEC on March 22, 2017 (as amended, the “Registration Statement”). Under the terms of the Underwriting Agreement, the Company has granted the Underwriters an option, exercisable for 30 days from the date of the Underwriting Agreement, to purchase up to 2,700,000 additional shares of common stock from the Company at the public offering price, less underwriting discounts.

The Company expects to receive gross proceeds from the offering of \$22.5 million, or approximately \$25.9 million if the Underwriters exercise their option to purchase additional shares in full, before deducting the underwriting discounts and estimated offering expenses payable by the Company. The Company intends to use the proceeds of the offering for working capital and other general corporate purposes.

The offering is expected to close on or about March 28, 2017, subject to the satisfaction of customary closing conditions. The Underwriting Agreement contains customary representations, warranties and agreements by the Company, conditions to closing, and termination provisions, as well as indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, or the Securities Act.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the form of the Underwriting Agreement, which is filed as Exhibit 1.1 to the registration statement on Form S-1 (File No. 333-216531) and is incorporated herein by reference.

Item 8.01 Other Events

On March 23, 2017, the Company issued a press release announcing the pricing of the aforementioned public offering.

The press release is attached hereto as Exhibit 99.1 and is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Number</u>	<u>Description</u>
99.1	Press release of Tandem Diabetes Care, Inc. dated March 23, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tandem Diabetes Care, Inc.

By: /s/ David B. Berger
David B Berger
Executive Vice President, General Counsel and
Secretary

Date: March 23, 2017

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
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Media Contact:

Steve Sabicer
714-907-6264
ssabicer@thesabicergroup.com

Investor Contact:

Susan Morrison
858-366-6900 x7005
smorrison@tandemdiabetes.com

FOR IMMEDIATE RELEASE**Tandem Diabetes Care Announces Pricing of Underwritten Public Offering of Common Stock**

San Diego, March 23, 2017 – Tandem Diabetes Care®, Inc. (NASDAQ: TNDM), a medical device company and manufacturer of the only touchscreen insulin pumps available in the United States, today announced the pricing of an underwritten public offering of 18,000,000 shares of its common stock at a price to the public of \$1.25 per share. The gross proceeds to Tandem from this offering are expected to be \$22.5 million, before deducting underwriting discounts and commissions and other estimated offering expenses payable by Tandem. All of the shares of common stock to be sold in the offering are being offered by Tandem. In addition, Tandem has granted the underwriters a 30-day option to purchase up to an additional 2,700,000 shares of common stock at the public offering price, less the underwriting discount. The offering is expected to close on or about March 28, 2017, subject to customary closing conditions.

Piper Jaffray & Co. is acting as the sole book-running manager for the offering. Oppenheimer & Co., Inc. and Wedbush PacGrow are acting as co-managers.

The offering is being made by Tandem pursuant to a registration statement on Form S-1 originally filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2017 and declared effective by the SEC on March 22, 2017. The offering is being made only by means of a prospectus that forms a part of the registration statement. When available, copies of the final prospectus relating to the offering may be obtained from: Piper Jaffray & Co. at 800 Nicollet Mall, J12S03, Minneapolis, MN 55402, Attention: Prospectus Department, or by calling 800-747-3924, or by emailing prospectus@pjc.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Tandem Diabetes Care, Inc.

Tandem Diabetes Care, Inc. is a medical device company with an innovative, user-centric and integrated approach to the design, development and commercialization of products for people with diabetes who use insulin. The Company manufactures and sells the t:slim X2™ Insulin Pump, the slimmest and smallest durable insulin pump currently on the market, the t:flex® Insulin Pump, the first pump designed for people with greater insulin requirements, and the t:slim G4™ Insulin Pump, the first continuous glucose monitoring-enabled pump with touchscreen simplicity. Tandem is based in San Diego, California.

t:flex and Tandem Diabetes Care are registered trademarks, and t:slim X2 and t:slim G4 are trademarks of Tandem Diabetes Care, Inc.

Forward Looking Statement

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. These forward-looking statements include statements regarding the proposed follow-on public offering, including the actual net proceeds to be raised in the offering and the expected closing date of the offering. The Company’s actual results, and the timing of events, could differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties, including the Company’s actual expenses associated with the offering and the Company’s ability to satisfy closing conditions related to the proposed offering. In addition, the Company’s results may be impacted by the other risks identified in the Company’s Registration Statement on Form S-1 relating to the offering, and other documents that the Company files with the Securities and Exchange Commission. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Unless otherwise required by applicable law or the rules of the NASDAQ Stock Market, the Company undertakes no obligation to update or review any forward-looking statement in this press release because of new information, future events or other factors.

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