

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Delphi Management Partners VIII, L.L.C.</u> (Last) (First) (Middle) <u>3000 SAND HILL ROAD,</u> <u>BUILDING 1, SUITE 135</u> (Street) <u>MENLO PARK</u> <u>CA</u> <u>94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC [TNDM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2013		C		3,632,552	A	\$0.00	3,632,552	I	Directly owned by Delphi Ventures VIII, L.P. ⁽¹⁾
Common Stock	11/19/2013		C		35,467	A	\$0.00	35,467	I	Directly owned by Delphi BioInvestments VIII, L.P. ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock	(2)	11/19/2013		C		1,113,545 ⁽³⁾	(2)	(2)	Common Stock	664,565 ⁽²⁾	\$0.00	0	I	Directly owned by Delphi Ventures VIII, L.P. ⁽¹⁾
Series C Preferred Stock	(2)	11/19/2013		C		10,871 ⁽³⁾	(2)	(2)	Common Stock	6,488 ⁽²⁾	\$0.00	0	I	Directly owned by Delphi BioInvestments VIII, L.P. ⁽¹⁾
Series D Preferred Stock	(2)	11/19/2013		C		4,973,160	(2)	(2)	Common Stock	2,967,987 ⁽²⁾	\$0.00	0	I	Directly owned by Delphi Ventures VIII, L.P. ⁽¹⁾
Series D Preferred Stock	(2)	11/19/2013		C		48,558	(2)	(2)	Common Stock	28,979 ⁽²⁾	\$0.00	0	I	Directly owned by Delphi BioInvestments VIII, L.P. ⁽¹⁾

1. Name and Address of Reporting Person* <u>Delphi Management Partners VIII, L.L.C.</u> (Last) (First) (Middle) <u>3000 SAND HILL ROAD,</u> <u>BUILDING 1, SUITE 135</u> (Street) <u>MENLO PARK</u> <u>CA</u> <u>94025</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>DELPHI VENTURES VIII LP</u> (Last) (First) (Middle) <u>3000 SAND HILL ROAD</u> <u>BUILDING 1, SUITE 135</u>
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(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Delphi BioInvestments VIII LP

(Last)

(First)

(Middle)

3000 SAND HILL ROAD

BUILDING 1, SUITE 135

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

PAKIANATHAN DEEPIKA

(Last)

(First)

(Middle)

3000 SAND HILL ROAD

BUILDING 1, SUITE 135

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ROEDER DOUGLAS A

(Last)

(First)

(Middle)

C/O DELPHI VENTURES,

3000 SAND HILL RD., BLDG. 1, STE. 135

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

DOUGLASS DAVID L

(Last)

(First)

(Middle)

3000 SAND HILL ROAD

BUILDING 1, SUITE 135

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BOCHNOWSKI JAMES J

(Last)

(First)

(Middle)

3000 SAND HILL ROAD

BUILDING 1, SUITE 135

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

Explanation of Responses:

1. Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of each of Delphi Ventures VIII, L.P. and Delphi BioInvestments VIII, L.P. (collectively, the "Delphi Funds"), may be deemed to have the sole voting and dispositive power over the reported securities. DMP and each of its managing members disclaim beneficial ownership in the securities held by the Delphi Funds except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that DMP and each of its managing members is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. Each share of Preferred Stock automatically converted on a 1-to-0.5968 basis into Common Stock immediately upon the consummation of the Issuer's initial public offering and had no expiration date.
3. The number of shares of Preferred Stock reflects the effect of applicable anti-dilution adjustments that occurred as a result of the issuance of the Series D Preferred Stock.

Remarks:

James J. Bochnowski, David L. Douglass, Deepika R. Pakianathan and Douglas A. Roeder are the managing members of DMP, which serves as the general partner to each of the Delphi Funds. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of such reporting person's pecuniary interest in such securities.

/s/ Matthew T. Potter, by power of
attorney for Delphi Management 11/21/2013
Partners VIII, L.L.C.

/s/ Matthew T. Potter, by power of attorney for Delphi Management Partners VIII, L.L.C., as general partner of Delphi Ventures VIII, L.P.

/s/ Matthew T. Potter, by power of attorney for Delphi Management Partners VIII, L.L.C., as general partner of Delphi BioInvestments VIII, L.P. 11/21/2013

/s/ Matthew T. Potter, by power of attorney for Deepika R. Pakianathan 11/21/2013

/s/ Matthew T. Potter, by power of attorney for Douglas A. Roeder 11/21/2013

/s/ Matthew T. Potter, by power of attorney for David L. Douglass 11/21/2013

/s/ Matthew T. Potter, by power of attorney for James J. Bochnowski 11/21/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Each of the undersigned entities and individuals (each, a "Reporting Person") hereby constitutes and appoints MATTHEW T. POTTER his, her or its true and lawful attorney-in-fact (the "Attorney-in-Fact") to:

- (1) Prepare, execute in the Reporting Persons' names and on the Reporting Persons' behalves, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling such Reporting Person to make electronic filings with the SEC of Reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) Prepare, execute and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to each Reporting Person's (a) status as an officer or director of, or (b) ownership of, or transactions in, securities of, any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies");
- (3) Do and perform any and all acts for and on behalf of such Reporting Person that may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such forms and schedules with the SEC and any stock exchange or similar authority; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, such Reporting Person, it being understood that the documents executed by the Attorney-in-Fact on behalf of such Reporting Person, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in his discretion.

Each Reporting Person hereby grants to the Attorney-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each Reporting Person acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the Reporting Persons, is not hereby assuming, nor is the Company hereby assuming, any of such Reporting Person's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to each Reporting Person until such Reporting Person is no longer required to file Forms 3, 4 and 5 or Schedules 13G/D with respect to such Reporting Person's holdings of and transactions in securities issued by the Company, unless earlier revoked by such Reporting Person in a signed writing delivered to the Attorney-in-Fact. Each Reporting Person acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the Reporting Persons, is not hereby assuming any of the Reporting Persons' responsibilities to comply with state or federal securities laws.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of this 26th day of February, 2009.

DELPHI MANAGEMENT PARTNERS VIII, L.L.C.
/s/ James J. Bochnowski, Managing Member

DELPHI VENTURES VIII, L.P.
By: Delphi Management Partners VIII, L.L.C.
It: General Partner
/s/ James J. Bochnowski, Managing Member

DELPHI BIOINVESTMENTS VIII, L.P.
By: Delphi Management Partners VIII, L.L.C.
It: General Partner
/s/ James J. Bochnowski, Managing Member

/s/ James J. Bochnowski, an individual

/s/ David L. Douglass, an individual

/s/ Douglas A. Roeder, an individual

/s/ Deepika R. Pakianathan, Ph.D, an individual

