

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>BERGER DAVID B</u> <hr/> (Last) (First) (Middle) C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET <hr/> (Street) SAN DIEGO CA 92121 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC [ TNDM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GEN. COUNSEL &amp; SECRETARY</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/07/2018</u>	

**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	12/06/2018		M		10,000 <sup>(1)</sup>	A	\$2.59	11,765	D	
Common Stock	12/06/2018		S		10,000	D	\$34.496 <sup>(2)</sup>	1,765	D	
Common Stock	12/06/2018		S		1,493	D	\$34.85 <sup>(3)</sup>	200	I	Berger Family Trust <sup>(4)</sup>

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$2.59	12/06/2018		M <sup>(5)</sup>			10,000	(6)	12/01/2027	Common Stock	10,000	\$0.00	70,000	D	

**Explanation of Responses:**

- Represents shares of common stock received upon exercise of a stock option award.
- The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 6, 2018, in multiple transactions at prices ranging from \$33.80 to \$34.965. The Reporting Person undertakes to provide the Securities and Exchange Commission (the "SEC"), the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 6, 2018, in multiple transactions at prices ranging from \$34.8225 to \$34.89. The Reporting Person undertakes to provide the Securities and Exchange Commission (the "SEC"), the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- Shares are beneficially owned by the Berger Family Trust dated April 16, 2008, for which the Reporting Person is a trustee.
- This amendment is being filed to reflect the exercise of the stock option award in Table II.
- Fifty percent (50%) of the underlying shares subject to the option vested on 12/1/2018, and the remaining shares shall vest in twelve (12) equal monthly installments thereafter.

**Remarks:**

/s/ David B. Berger 12/13/2018

\*\* 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.

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