

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

FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Tandem Diabetes Care, Inc.

*(Exact name of registrant as specified in its
charter)*

Delaware

20-4327508

*(State or other jurisdiction of
incorporation or organization)*

*(I.R.S. Employer
Identification Number)*

**11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kim D. Blickenstaff
President and Chief Executive Officer
Tandem Diabetes Care, Inc.
11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David B. Berger, Esq.
Executive Vice President, General Counsel and Secretary
Tandem Diabetes Care, Inc.
11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

**Bruce Feuchter, Esq.
Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000**

Approximate date of commencement of proposed sale to public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-224460

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Offering Price (1)	Amount of Registration Fee(2)
Common Stock, \$0.001 par value per share	\$15,000,000	\$1,867.50

- (1) There are being registered hereunder such indeterminate number of shares of the registrant's common stock, \$0.001 par value per share (the "**Common Stock**"), as shall have an aggregate initial offering price not to exceed \$15,000,000. The registrant previously registered securities at an aggregate offering price not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-224460), which was filed by the registrant on April 26, 2018 and declared effective on May 9, 2018 (the "**Prior Registration Statement**"). As of the date hereof, the entire amount of \$100,000,000 of such securities remains to be offered and sold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**") an additional amount of the Common Stock having a proposed maximum aggregate offering price of \$15,000,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this registration statement and the Prior Registration Statement exceed what is registered under such registration statements.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-3 (this “**Rule 462(b) Registration Statement**”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering an additional \$15,000,000 in shares of the common stock, \$0.001 par value per share, of Tandem Diabetes Care, Inc. (the “**Company**”). This Rule 462(b) Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-224460)(the “**Prior Registration Statement**”), which was filed with the Securities and Exchange Commission (the “**Commission**”) on April 26, 2018, and declared effective on May 9, 2018.

Pursuant to Rule 462(b) under the Securities Act, the contents of the Prior Registration Statement, including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are hereby incorporated by reference into this Rule 462(b) Registration Statement.

INDEX OF EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1)					X
24.1*	Power of Attorney.	S-3	333-224460	April 26, 2018		

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on August 2, 2018.

TANDEM DIABETES CARE, INC.

By: /s/ Kim D. Blickenstaff
Kim D. Blickenstaff
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KIM D. BLICKENSTAFF</u> Kim D. Blickenstaff	President, Chief Executive Officer and Director (Principal Executive Officer)	August 2, 2018
<u>/s/ LEIGH A. VOSELLER</u> Leigh A. Vosseller	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 2, 2018
<u>*</u> Dick P. Allen	Director and Chairman of the Board	August 2, 2018
<u>*</u> Edward L. Cahill	Director	August 2, 2018
<u>*</u> Fred E. Cohen, M.D., D.Phil, F.A.C.P.	Director	August 2, 2018
<u>*</u> Howard E. Greene, Jr.	Director	August 2, 2018
<u>*</u> Douglas A. Roeder	Director	August 2, 2018
<u>*</u> Christopher J. Twomey	Director	August 2, 2018

*By: /s/ KIM D. BLICKENSTAFF
Kim D. Blickenstaff
Attorney-in-Fact

August 2, 2018

Tandem Diabetes Care, Inc.
11075 Roselle Street
San Diego, California 92121

Re: *Securities Registered under Registration Statement on Form S-3*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Tandem Diabetes Care, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-3 with the Securities and Exchange Commission (the "Commission") on August 2, 2018 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Rule 462(b) Registration Statement"). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-224460) originally filed by the Company with the Commission on April 26, 2018 (the "Registration Statement"), and declared effective on May 9, 2018, including the prospectus which forms a part of such Registration Statement (the "Prospectus"), as supplemented from time to time by one or more prospectus supplements. The Rule 462(b) Registration Statement covers an underwritten public offering of up to \$15,000,000 in shares (the "Shares") of the Company's common stock, par value \$0.001 per share, which includes up to \$1,956,521.74 in Shares that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters.

In connection with the preparation of this opinion, we have examined such documents, including the Company's amended and restated certificate of incorporation, as amended and in effect on the date hereof, the Company's amended and restated by-laws, as amended and in effect on the date hereof, and the resolutions adopted by the Company's Board of Directors relating to the Registration Statement and the issuance of the Shares, and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company without independent investigation or verification.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in the manner described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to the General Corporation Law of the State of Delaware, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and further consent to the reference to us in the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 1, 2018 with respect to the financial statements of Tandem Diabetes Care, Inc. included in the Registration Statement (Form S-3 No. 333-224460) and related Prospectus of Tandem Diabetes Care, Inc. for the registration of its common stock.

/s/Ernst & Young LLP

San Diego, California
August 2, 2018