SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

Vosseller Leigh	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2018		3. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM]					
(Last) (First) (Middle) C/O TANDEM DIABETES CARE, INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below)		r (Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
11075 ROSELLE STREET					· [0.110	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			Senior Vice Presiden	t and CFO	X		y One Reporting Person	
SAN DIEGO CA 92121						Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.		Beneficial Ownership	
Common Stock			754	D				
Common Stock			145	I	See f	See footnote ⁽¹⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option ⁽²⁾	(3)	(4)	Common Stock	8,056 ⁽⁵⁾	67.694 ⁽⁵⁾	D		
Stock Option ⁽⁶⁾	(7)	(4)	Common Stock	5,799 ⁽⁵⁾	150 ⁽⁵⁾	D		
Stock Option ⁽⁶⁾	(8)	(4)	Common Stock	2,711 ⁽⁵⁾	119.2 ⁽⁵⁾	D		
Stock Option ⁽⁶⁾	(9)	(4)	Common Stock	3,390 ⁽⁵⁾	69.5 ⁽⁵⁾	D		
Stock Option ⁽⁶⁾	(10)	(4)	Common Stock	6,780 ⁽⁵⁾	23 ⁽⁵⁾	D		
Stock Option ⁽⁶⁾	(11)	(4)	Common Stock	7,500 ⁽⁵⁾	<mark>9</mark> (5)	D		
Stock Option ⁽⁶⁾	(12)	(4)	Common Stock	80,000 ⁽⁵⁾	2.59 ⁽⁵⁾	D		

Explanation of Responses:

1. The securities are held by the Leigh A. Vosseller Trust dated January 17, 2010, of which Leigh Vosseller is the Trustee.

2. Granted pursuant to the Tandem Diabetes Care, Inc. 2006 Stock Incentive Plan.

3. The date of grant of the option was 09/23/2013. All shares subject to the option have vested.

4. The expiration date for these options is 10 years from the date of grant.

5. Reflects a 1-for-10 reverse stock split of the issued and outstanding shares of common stock, which was effective 10/09/2017.

6. Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan.

7. The date of grant of the option was 11/13/2013. All shares subject to the option have vested.

8. The date of grant of the option was 05/21/2015. 25% of the shares subject to the option vested on 05/21/2016 and the remainder vests in 36 equal monthly installments thereafter.

9. The date of grant of the option was 02/16/2016. 25% of the shares subject to the option vested on 02/16/2017 and the remainder vests in 36 equal monthly installments thereafter.

10. The date of grant of the option was 12/16/2016. 50% of the shares subject to the option vested on 12/16/2017 and the remainder vests in 12 equal monthly installments thereafter. 11. The date of grant of the option was 05/17/2017. All shares subject to the option will vest 25% on 05/17/2018 and the remainder vests in 36 equal monthly installments thereafter.

12. The date of grant of the option was 12/01/2017. All shares subject to the option will vest 50% on 12/01/2018 and the remainder vests in 12 equal monthly installments thereafter.

Remarks:

Exhibit 24.1 - Power of Attorney

<u>/s/ David B. Berger, Attorney-</u> <u>in-Fact for Leigh Vosseller</u> 01/02/2018

Date

** Signature of Reporting Person

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 5 (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

The undersigned hereby constitutes and appoints David B. Berger, Susan M. Morrison and Bruce Feuchter, or either of them signing individually, the undersigned's true and lawful attorney-in-fact (each, an "Attorney-in-Fact") to:

(1) complete and execute, for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or beneficial owner of more than ten percent (10%) of any equity securities of Tandem Diabetes, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5, and Schedules 13D and 13G, and such other forms and documents, including any amendments to any of the foregoing, as such Attorney-In-Fact shall in his or her discretion determine to be required or advisable pursuant to Section 16(a) and Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of, or in respect of, the undersigned's ownership, acquisition or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and schedules, including any amendments thereto, and timely file such forms and schedules, including any amendments thereto, with the United States Securities and Exchange Commission (the "SEC"), and any securities exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information as such Attorney-in-Fact may approve in such Attorney-in-Fact's discretion.

The undersigned hereby grants to each such Attorney-in-Fact full power and authority to do and perform each 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 fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each such Attorney-in-Fact, or each such Attorney-in-Fact's 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. The undersigned acknowledges that each of the foregoing Attorneys-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) and Section 13(d) of the Exchange Act.

The undersigned agrees that each such Attorney-in-Fact may rely entirely on information furnished orally or in writing by the undersigned to each such Attorney-in-Fact. The undersigned also agrees to indemnify and hold harmless the Company and each such Attorney-in-Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such Attorney-in-Fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4 and 5, and Schedules 13D and 13G, including any amendments thereto, and agrees to reimburse the Company and each such Attorney-in-Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, or Schedules 13D and 13G, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of December, 2017.

/s/ Leigh Vosseller LEIGH VOSSELLER