SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Section 16. Form 4 or Form 5	
bligations may continue. See	
nstruction 1(b).	

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 [*] HANSEN BRIAN B		m*	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify
(Last) 12400 HIGH BI	(First) LUFF DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2023	A below) below) EVP & CHIEF COMMERCIAL OFFICER
(Street) SAN DIEGO	СА	92130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ins	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/30/2023		М		406	A	\$ <mark>0</mark>	11,363	D	
Common Stock	05/30/2023		F ⁽¹⁾		135	D	\$26.57	11,228	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (II 8)		5. Numl of Derivati Securiti Acquire (A) or Dispose (D) (Inst 4 and 5)	ive ies ed ed of tr. 3,	Expiration Date (Month/Day/Year)		ate Amount of			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RSU 2023 05 25 ⁽²⁾	\$0.0 ⁽³⁾	05/25/2023		А		18,037		(4)	(4)	Common Stock	18,037	\$ 0	18,037	D	
PSU 2023 05 25 ⁽²⁾	\$0.0 ⁽⁵⁾	05/25/2023		A		8,883		(5)	(5)	Common Stock	8,883	\$0	8,883	D	
Restricted Stock Unit	(6)	05/30/2023		М			406	(7)	(7)	Common Stock	406	\$0	1,626	D	

Explanation of Responses:

1. Shares withheld by Tandem Diabetes Care, Inc. (the Company) to satisfy tax withholding requirements on vesting of restricted stock units (RSU). No shares were sold.

2. Awarded on May 25, 2023 pursuant to the Tandem Diabetes Care, Inc. 2023 Long-Term Incentive Plan (the 2023 Plan).

3. Each restricted stock unit (RSU) represents a contingent right to receive either one share of common stock of the Issuer or cash in lieu thereof, at the Issuer's discretion, in accordance with the terms of the 2023 Plan.

4. RSU vest as to thiry-three percent (33%) of the total number of shares subject to the RSU on 5/15/2024, and the remaining shares shall vest in eight (8) equal quarterly installments thereafter.

5. Each performance stock unit (PSU) represents a contingent right to receive one share of Tandem Diabetes Care, Inc. (the Company) common stock based upon the achievement of certain pre-defined performance metrics as of December 31, 2025 (the Measurement Date). The number of shares issued may range from 0% to 200% of the amount specified above, based upon (i) Company's actual performance relative to the pre-defined performance metrics, and (ii) subject to the awardee's continuing service through the Measurement Date. If minimum performance metrics are not metric, and (ii) subject to the awardee's continuing service through the Measurement Date. If minimum performance metrics are not metric, and (ii) subject to the awardee's continuing service through the Measurement Date. If minimum performance metrics are not metric on performance metrics are not metrics are not metric.

6. Each RSU represents a contingent right to receive either one share of common stock of the Issuer or cash in lieu thereof, at the Issuer's discretion, in accordance with the terms of the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the 2013 Plan).

7. RSU vest as to twenty-five percent (25%) of the total number of shares subject to the RSU on the one year anniversary of the grant date, and the remaining shares shall vest in twelve (12) equal quarterly installments thereafter, subject to the terms of the 2013 Plan.

Remarks:

/s/ Rachel Malina, Attorney-in-Fact for Brian B. Hansen 05/30/2023

** Signature of Reporting Person Date

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

 \ast 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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