

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Sheridan John F</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>PRESIDENT &amp; CEO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2021</u>						
C/O TANDEM DIABETES CARE, INC. 11075 ROSELLE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>SAN DIEGO</u>	<u>CA</u>	<u>92121</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	05/17/2021		A		296 <sup>(1)</sup>	A	\$66.76	4,052	D	

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
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	05/18/2021		A		12,679		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	12,679	\$0	12,679	D	
Performance Stock Unit <sup>(2)</sup>	<sup>(5)</sup>	05/18/2021		A		12,679		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	12,679	\$0	12,679	D	
Stock Option <sup>(2)</sup>	\$81.63	05/18/2021		A		38,733		<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	38,733	\$0	38,733	D	

Explanation of Responses:

- The reporting person is voluntarily reporting the acquisition of shares of common stock pursuant to the Tandem Diabetes Care, Inc. Amended and Restated 2013 Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of November 17, 2020 through May 17, 2021. This transaction is also exempt under Rule 16b-3(c).
- Awarded on May 18, 2021 pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan, as amended, and the agreements related thereto (the "2013 Plan").
- 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 2013 Plan.
- 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.
- 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, 2024 (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 met, no PSU's will vest.
- The option shall vest as to twenty-five percent (25%) of the underlying shares on the one-year anniversary of the grant date, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter, subject to the terms of the 2013 Plan.
- The expiration date for these options is 10 years from the date of grant.

Remarks:

s/ David B. Berger, Attorney-in-Fact for  
John F. Sheridan 05/20/2021

\*\* 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

The undersigned hereby constitutes and appoints David B. Berger, Leigh A. Vosseller, Karrie Rexford, Christina X. Sun, James W. Sytsma and Ryan (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Tandem Diabetes Care, Inc. (the "Company"), (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such (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 the undersigned. 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 that may be necessary or desirable to complete and execute any such action. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the extent of such information.

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This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4s and 5s with respect to the Company. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of March, 2021.

By:

Name: John F. Sheridan  
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