

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HLM VENTURE PARTNERS II, L.P.</u> (Last) (First) (Middle) <u>222 BERKELEY STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC [TNDM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Previously a 10% Owner</u> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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			
<u>Common Stock</u>	<u>11/19/2013</u>		<u>C</u>		<u>1,454,058</u>	<u>A</u>	<u>\$0.00</u>	<u>1,454,058</u>	<u>D⁽¹⁾</u>	

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	Amount or Number of Shares				
<u>Series C Preferred Stock</u>	<u>(2)</u>	<u>11/19/2013</u>		<u>C</u>			<u>374,805⁽³⁾</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>223,684⁽²⁾</u>	<u>\$0.00</u>	<u>0</u>	<u>D⁽¹⁾</u>	
<u>Series D Preferred Stock</u>	<u>(2)</u>	<u>11/19/2013</u>		<u>C</u>			<u>2,061,616</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>1,230,374⁽²⁾</u>	<u>\$0.00</u>	<u>0</u>	<u>D⁽¹⁾</u>	

1. Name and Address of Reporting Person* <u>HLM VENTURE PARTNERS II, L.P.</u> (Last) (First) (Middle) <u>222 BERKELEY STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>HLM Venture Associates II, LLC</u> (Last) (First) (Middle) <u>222 BERKELEY STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>CAHILL EDWARD L</u> (Last) (First) (Middle) <u>C/O HLM VENTURE PARTNERS,</u> <u>222 BERKELEY STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
GRUA PETER J		
(Last)	(First)	(Middle)
222 BERKELEY STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
RAY RUSSELL T		
(Last)	(First)	(Middle)
222 BERKELEY STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

1. The reported securities are owned by HLM Venture Partners II, L.P. HLM Venture Associates II, L.L.C. (the "General Partner"), and Edward L. Cahill, Peter J. Grua and Russell T. Ray, the managing members of the General Partner, may be deemed to share voting and dispositive power over the reported securities but each disclaims beneficial ownership in the securities held by HLM Venture Partners II, L.P., except to the extent of their pecuniary interest therein. Following the completion of the Issuer's initial public offering, HLM Venture Partners II, L.P. and its affiliated persons are no longer a 10% Owner.
2. Each share of Preferred Stock automatically converted on a 1-to-0.5968 basis into Common Stock immediately upon the consummation of the Issuer's initial public offering and had no expiration date.
3. The number of shares of Preferred Stock reflects the effect of applicable anti-dilution adjustments that occurred as a result of the issuance of the Series D Preferred Stock.

Remarks:

/s/ David B. Berger, Attorney-in-Fact for HLM Venture Partners II, L.P.	11/21/2013
/s/ David B. Berger, Attorney-in-Fact for HLM Venture Associates II, L.L.C.	11/21/2013
/s/ David B. Berger, Attorney-in-Fact for Edward L. Cahill	11/21/2013
/s/ David B. Berger, Attorney-in-Fact for Peter J. Grua	11/21/2013
/s/ David B. Berger, Attorney-in-Fact for Russell T. Ray	11/21/2013
** 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.