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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Tandem Diabetes Care, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
12400 High Bluff Drive, San Diego, CA
(Address of principal executive offices)

20-4327508
(I.R.S. Employer Identification No.)
92130
(Zip Code)

Tandem Diabetes Care, Inc. 2023 Long-Term Incentive Plan
(Full title of the plan)

Shannon M. Hansen
Tandem Diabetes Care, Inc.
Executive Vice President, Chief Legal, Privacy & Compliance Officer and Secretary
(Name and address of agent for service)

(858) 366-6900
(Telephone number, including area code, of agent for service)

Copies to:
Charles J. Bair
Asa M. Henin
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
Tel: (858) 550-6000

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (this Registration Statement) is being filed by Tandem Diabetes Care, Inc. (the Registrant) for the purpose of registering an additional 3,260,000 shares of common stock, par value \$0.001 per share, of the Registrant (the Additional Shares) that became issuable under the Tandem Diabetes Care, Inc. 2023 Long-Term Incentive Plan, as amended (the Plan).

The Additional Shares are securities of the same class as other securities for which previous Registration Statements on Form S-8 were filed by the Registrant with the U.S. Securities and Exchange Commission (the SEC) on August 3, 2023 (File No. 333-273648) and May 23, 2024 (File No. 333-279642) (together, the Prior Registration Statements).

Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 19, 2026 (the 2025 10-K);
- (b) The information specifically incorporated by reference into the 2025 10-K from the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 7, 2026;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026, filed with the SEC on May 7, 2026;
- (d) The Registrant's Current Reports on Form 8-K filed with the SEC on February 27, 2026, May 15, 2026 and May 21, 2026; and
- (e) The description of the Registrant's Capital Stock included as Exhibit 4.2 to the 2025 10-K, including any amendments or reports filed for the purpose of updating such description.

All documents, reports, and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, that are furnished and not filed or are otherwise not incorporated into registration statements filed in accordance with the rules of the SEC, shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 8. EXHIBITS.

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Date of First Filing	Exhibit Number	Provided herewith
4.1	Amended and Restated Certificate of Incorporation of the Registrant (as amended and currently in effect).	8-K	001-36189	May 21, 2026	3.1	
4.2	Amended and Restated Bylaws of the Registrant (as amended and currently in effect).	8-K	001-36189	December 30, 2025	3.1	
5.1	Opinion of Cooley LLP.					X

23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.					X
24.1	Power of Attorney. Reference is made to the signature page hereto.					X
99.1	Tandem Diabetes Care, Inc. 2023 Long-Term Incentive Plan, as amended.	8-K	001-36189	May 21, 2026	10.1	
99.2	Form of Restricted Stock Units Agreement under the 2023 Long-Term Incentive Plan.	10-Q	001-36189	August 3, 2023	10.2	
107	Filing Fee Table.					X

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-8 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.

Tandem Diabetes Care, Inc.

By: /s/ John Sheridan
John Sheridan
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 27, 2026

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John F. Sheridan and Leigh A. Vosseller, and each of them individually, his and her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and her and in his and her name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN SHERIDAN</u> John Sheridan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 27, 2026
<u>/s/ LEIGH VOSELLER</u> Leigh Vosseller	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 27, 2026
<u>/s/ REBECCA ROBERTSON</u> Rebecca Robertson	Chair of the Board	May 27, 2026
<u>/s/ SANDRA BEAVER</u> Sandra Beaver	Director	May 27, 2026
<u>/s/ MYOUNGIL CHA</u> Myoungil Cha	Director	May 27, 2026
<u>/s/ PEYTON HOWELL</u> Peyton Howell	Director	May 27, 2026
<u>/s/ JOAO MALAGUEIRA</u> Joao Malagueira	Director	May 27, 2026
<u>/s/ KATHLEEN MCGRODDY-GOETZ</u> Kathleen McGroddy-Goetz	Director	May 27, 2026
<u>/s/ RAJWANT SODHI</u> Rajwant Sodhi	Director	May 27, 2026
<u>/s/ CHRISTOPHER TWOMEY</u> Christopher Twomey	Director	May 27, 2026



Charles J. Bair
+1 858 550 6142
cbair@cooley.com

May 27, 2026
Tandem Diabetes Care, Inc.
12400 High Bluff Drive
San Diego, CA 92130

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tandem Diabetes Care, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 3,260,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share (the "**Common Stock**"), issuable pursuant to the Company's 2023 Long-Term Incentive Plan, as amended (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other documents, records, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair
Charles J. Bair

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Tandem Diabetes Care, Inc. 2023 Long-Term Incentive Plan of our reports dated February 19, 2026, with respect to the consolidated financial statements of Tandem Diabetes Care, Inc. and the effectiveness of internal control over financial reporting of Tandem Diabetes Care, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
May 27, 2026