

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

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BERGER DAVID B</u>  (Last) (First) (Middle) C/O TANDEM DIABETES CARE, INC. 11075 ROSELLE STREET  (Street) SAN DIEGO CA 92121  (City) (State) (Zip)	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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ EVP, Chief Business/Compliance
	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	4,862	D	
Common Stock	05/18/2021		M <sup>(2)</sup>		243	A	\$73.726	443	I	Berger Family Trust <sup>(3)</sup>
Common Stock	05/18/2021		S <sup>(2)</sup>		201	D	\$89.14	242	I	Berger Family Trust <sup>(3)</sup>

**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>(4)</sup>	(5)	05/18/2021		A		2,599		(6)	(6)	Common Stock	2,599	\$0	2,599	D	
Performance Stock Unit <sup>(4)</sup>	(7)	05/18/2021		A		2,599		(7)	(7)	Common Stock	2,599	\$0	2,599	D	
Stock Option <sup>(4)</sup>	\$81.63	05/18/2021		A		7,940		(8)	(9)	Common Stock	7,940	\$0	7,940	D	
Warrant	\$73.726	05/18/2021		M		243		05/18/2021	(10)	Common Stock	243	\$73.726	0	I	See Footnote <sup>(3)</sup>

**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).
- The transaction reflects the cashless exercise of warrants to purchase common stock, at an exercise price of \$73.726. Pursuant to the terms of the warrant, the shares of common stock were sold at a price equal to the average of the closing prices of the shares over the 30-day period ending three days prior to the date on which the notice of exercise was received by the Issuer.
- The securities are held by the Berger Family Trust dated April 16, 2008.
- 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.
- The expiration dates for these warrants are August 31, 2021 (135 shares), July 3, 2022 (54 shares) and August 21, 2022 (54 shares).

**Remarks:**

/s/ Karrie Rexford, Attorney-in-Fact for David B. Berger 05/20/2021

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.**