SEC Form 4

FORM 4

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

OMB APPROVAL

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

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

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol TANDEM DIABETES CARE INC [TNDM | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-----------|----------|--|--|---------------------------------|-----------------------|--|--|--|
| <u>Allen Dick</u> | | | | X | Director | 10% Owner | | | |
| (Last) | (First) | (Middle) | 1 | | Officer (give title below) | Other (specify below) | | | |
| C/O TANDEM | · · / | | 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2013 | | , | , | | | |
| 11045 ROSELI | LE STREET | | | | | | | | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | /idual or Joint/Group Fili | ng (Check Applicable | | | |
| (Street) | C A | 02121 | | X | Form filed by One Re | porting Person | | | |
| SAN DIEGO | CA | 92121 | | | Form filed by More th Person | an One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | | |

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

| | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Execution Date, f any Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership | |
|--|--|---|---------------------------------------|---|---|---------------|-------|---|-----------------|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |

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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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 | | | | |
| Stock Option ⁽¹⁾ | \$15 | 11/13/2013 | | A | | 17,000 | | (2) | (3) | Common Stock | 17,000 | \$0.00 | 17,000 | D | |

Explanation of Responses:

1. Granted pursuant to the Issuer's Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan.

2. All shares subject to the option will vest in equal monthly installments over 12 months.

3. The expiration date for these options is 10 years from the date of grant.

Remarks:

<u>/s/ David B. Berger, Attorney-</u> <u>in-Fact for Dick P. Allen</u>

<u>11/14/2013</u>

** 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.