SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no lon	ger sul
Section 16. Form 4 or F	Form 5
obligations may continu	ie. See
Instruction 1(b)	

subject to ۱**5**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL									
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			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Person* Carpenter Rick (Last) (First) (Last) (First) 12400 HIGH BLUFF DRIVE			2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM] 3. Date of Earliest Transaction (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Chief Technical Officer			
			05/15/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable			
(Street) SAN DIEGO	CA	92130		Line)	Form filed by One Re Form filed by More th Person	eporting Person	
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			an that is intended to	

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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/15/2023		Α		454 ⁽¹⁾	Α	\$27.32	2,117	D		
Common Stock	05/15/2023		М		2,383	Α	\$ <mark>0</mark>	4,500	D		
Common Stock	05/15/2023		F ⁽²⁾		825	D	\$32.13	3,675	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. Transac Code (lı 8)		of Deri Sec Acq (A) (Disp of (I (Ins	of Expiration Date Derivative (Month/Day/Year) Securities Acquired		Amount of		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				
Restricted Stock Unit	(3)	05/15/2023		М			2,383	(4)	(4)	Common Stock	2,383	\$0	4,765	D	

Explanation of Responses:

1. 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 16, 2022 through May 15, 2023. This transaction is also exempt under Rule 16b-3(c).

2. Shares withheld by Tandem Diabetes Care, Inc. (the Company) to satisfy tax withholding requirements on vesting of restricted stock units (RSU). No shares were sold.

3. Each 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 Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the 2013 Plan).

4. RSU granted on 5/25/2022 vest as to thirty-three percent (33%) of the total number of shares subject to the RSU on the 15th day of the month that corresponds to the anniversary of the grant date, and the remaining shares shall vest in eight (8) equal quarterly installments thereafter, subject to the terms of the 2013 Plan.

Remarks:

/s/ Rachel Malina, Attorney-in-05/17/2023

Fact for Rick A. Carpenter

** 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.