SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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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

1. Name and Address	1 0	n*	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
HANSEN BRIAN B					Director	10% Owner		
(Last) (First) (Middle) C/O TANDEM DIABETES CARE, INC. 11075 ROSELLE STREET		(Middle)		x	Officer (give title below)	Other (specify below)		
		,	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2022	EVP	& CHIEF COMME	RCIAL OFFICER		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) SAN DIEGO	CA	92121		Line) X	Form filed by One Rep Form filed by More that Person	0		
(City)	(State)	(Zip)						

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 Disposed Of (D) (Instr. 3, 4 and Code (Instr. 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)		(1150. 4)
Common Stock	11/15/2022		М		163	A	\$ <mark>0</mark>	8,372	D	
Common Stock	11/15/2022		F ⁽¹⁾		53	D	\$42.27	8,319	D	
Common Stock	11/15/2022		A		1(2)	A	\$35.93	8,320	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. Transa Code (8)		of		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				
Restricted Stock Unit ⁽³⁾	(4)	11/15/2022		М		163		(5)	(5)	Common Stock	163	\$ <u>0</u>	1,624	D	

Explanation of Responses:

1. 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.

2. 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 May 17, 2022 through November 15, 2022. This transaction is also exempt under Rule 16b-3(c).

3. Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the "2013 Plan").

4. 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 2013 Plan.

5. RSU granted on 5/18/2021 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.

Remarks:

/s/ Shannon M. Hansen,

Attorney-in-Fact for Brian B.

11/17/2022

<u>Hansen</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.

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