

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH TX 76102 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	11/19/2013		C		2,496,194	A	(2)	2,496,194	I	See Explanation of Responses ⁽¹⁾ (3)(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. 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
Series B Preferred Stock	(2)	11/19/2013		C			260,090	(2)	(2)	Common Stock	155,222	(2)	0	I	See Explanation of Responses ⁽¹⁾ (3)(4)
Series C Preferred Stock	(2)	11/19/2013		C			937,014	(2)	(2)	Common Stock	559,211	(2)	0	I	See Explanation of Responses ⁽¹⁾ (3)(4)
Series D Preferred Stock	(2)	11/19/2013		C			2,985,519	(2)	(2)	Common Stock	1,781,761	(2)	0	I	See Explanation of Responses ⁽¹⁾ (3)(4)

1. Name and Address of Reporting Person*
TPG Group Holdings (SBS) Advisors, Inc.
 (Last) (First) (Middle)
 C/O TPG GLOBAL, LLC
 301 COMMERCE STREET, SUITE 3300
 (Street)
 FORT WORTH TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BONDERMAN DAVID
 (Last) (First) (Middle)
 C/O TPG GLOBAL, LLC
 301 COMMERCE STREET, SUITE 3300
 (Street)
 FORT WORTH TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
COULTER JAMES G
 (Last) (First) (Middle)

C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300

(Street)
FORT WORTH TX 76102

(City) (State) (Zip)

Explanation of Responses:

1. David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar III Advisors, LLC, which is the general partner of TPG Biotechnology GenPar III, L.P., which is the general partner of TPG Biotechnology Partners III, L.P. ("TPG Biotech III"), which directly holds 2,496,194 shares of Common Stock ("Common Stock") of Tandem Diabetes Care, Inc. (the "Issuer").
2. On November 19, 2013, the (a) shares of Series B Preferred Stock of the Issuer (the "Series B") held by TPG Biotech III automatically converted into 155,222 shares of Common Stock, (b) shares of Series C Preferred Stock of the Issuer (the "Series C") held by TPG Biotech III automatically converted into 559,211 shares of Common Stock and (c) shares of Series D Preferred Stock of the Issuer (the "Series D") held by TPG Biotech III automatically converted into 1,781,761 shares of Common Stock. Pursuant to the Fifth Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series B, Series C and Series D had been convertible, at the option of the holder, at any time into shares of Common Stock, at initial conversion rates in each case equal to one share of Common Stock per share of preferred stock. The initial conversion rates have been adjusted as a result of a 1-for-1.6756 reverse stock split of the Issuer's Common Stock.
3. Because of the relationship between the Reporting Persons and TPG Biotech III, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech III. Each of TPG Biotech III and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech III's or such Reporting Person's pecuniary interest therein, if any.
4. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated July 1, 2013, which were previously filed with the Securities and Exchange Commission.

<u>Ronald Cami, Vice President,</u>	
<u>TPG Group Holdings (SBS)</u>	<u>11/20/2013</u>
<u>Advisors, Inc. (5)</u>	
<u>Ronald Cami on behalf of David</u>	<u>11/20/2013</u>
<u>Bonderman (5)(6)</u>	
<u>Ronald Cami on behalf of James</u>	<u>11/20/2013</u>
<u>G. Coulter (5)(6)</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.