SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

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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

			of Section So(n) of the investment company Act of 1540							
1. Name and Address of Reporting Person* Leal James			2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM]		tionship of Reporting Pers all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify				
(Last) 12400 HIGH B	(First) LUFF DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023		below) Chief Manufacturing	below) ng Officer				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicab Line)					
(Street)				X	Form filed by One Reporting Person					
SAN DIEGO	CA	92130			Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							
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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)					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	11/15/2023		A		16(1)	A	\$15.47	9,362	D	
Common Stock	11/15/2023		М		168	A	\$ <mark>0</mark>	9,530	D	
Common Stock	11/15/2023		F ⁽²⁾		70	D	\$18.2	9,460	D	
Common Stock	11/15/2023		М		805	A	\$0	10,265	D	
Common Stock	11/15/2023		F ⁽²⁾		333	D	\$18.2	9,932	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)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed	6. Date Exerc Expiration Da (Month/Day/Y	te	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)	11/15/2023		М			168	(5)	(5)	Common Stock	168	\$0	1,005	D	
Restricted Stock Unit ⁽⁶⁾	(4)	11/15/2023		м			805	(7)	(7)	Common Stock	805	\$0	4,835	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 May 16, 2023 through November 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. 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).

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 vest as to twenty-five percent (25%) 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 twelve (12) equal quarterly installments thereafter, subject to the terms of the 2013 Plan.

6. Awarded on May 25, 2022 pursuant to the 2013 Plan.

7. RSU 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-11/17/2023

Fact for James A. Leal

** 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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