

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549**

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Tandem Diabetes Care, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4327508
(I.R.S. Employer
Identification No.)

**11045 Roselle Street
San Diego, California 92121**
(Address of principal executive offices)

**2013 Stock Incentive Plan
2013 Employee Stock Purchase Plan**
(Full titles of the Plans)

David B. Berger, Esq.
General Counsel
Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121
(858) 366-6900
(Name and address of agent for service)

Copies to:
Bruce Feuchter, Esq.
Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☐

Accelerated filer

☒

Non-accelerated filer

☐ (Do not check if a smaller reporting company)

Smaller reporting company

☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
To be issued under the 2013 Stock Incentive Plan	946,189 (2)	\$13.51 (3)	\$12,783,013.39	\$1,485.39
To be issued under the 2013 Employee Stock Purchase Plan	465,803 (4)	\$11.48 (5)	\$5,347,418.44	\$621.37
Total	1,411,992		\$18,130,431.83	\$2,106.76

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of the Common Stock that become issuable under the registrant’s 2013 Stock Incentive Plan (the “**2013 Plan**”) and 2013 Employee Stock Purchase Plan (the “**2013 ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase to the number of shares available for issuance under the 2013 Plan effective January 1, 2015. Shares available for issuance under the 2013 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “**SEC**”) on November 19, 2013 (Registration No. 333-192406).
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low prices of the registrant’s Common Stock as reported on the NASDAQ Global Market on February 19, 2015.
- (4) Represents an automatic increase to the number of shares available for issuance under the 2013 ESPP effective January 1, 2014 and January 1, 2015. Shares available for issuance under the 2013 ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on November 19, 2013 (Registration No. 333-192406).
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low prices of the registrant’s Common Stock as reported on the NASDAQ Global Market on February 19, 2015 multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2013 ESPP.

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SHARES

Tandem Diabetes Care, Inc. is filing this Registration Statement with the Securities and Exchange Commission (the “**SEC**”) to register 946,189 additional shares of Common Stock under the 2013 Plan and 465,803 additional shares of Common Stock under the 2013 ESPP, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registrant's registration statement on Form S-8 filed with the SEC on November 19, 2013 (Registration No. 333-192406).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in San Diego, California on February 24, 2015.

Tandem Diabetes Care, Inc.

By: /S/ Kim D. Blickenstaff

Kim D. Blickenstaff

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Kim D. Blickenstaff, John Cajigas and David B. Berger, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kim D. Blickenstaff</u> Kim D. Blickenstaff	President, Chief Executive Officer and Director (Principal Executive Officer)	February 24, 2015
<u>/s/ John Cajigas</u> John Cajigas	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 24, 2015
<u>/s/ Lonnie M. Smith</u> Lonnie M. Smith	Director	February 19, 2015
<u>/s/ Dick P. Allen</u> Dick P. Allen	Director	February 24, 2015
<u>/s/ Edward L. Cahill</u> Edward L. Cahill	Director	February 24, 2015
<u>/s/ Fred E. Cohen</u> Fred E. Cohen	Director	February 24, 2015
<u>/s/ Howard E. Greene, Jr.</u> Howard E. Greene, Jr.	Director	February 24, 2015
<u>/s/ Douglas A. Roeder</u> Douglas A. Roeder	Director	February 21, 2015
<u>/s/ Jesse I. Treu</u> Jesse I. Treu	Director	February 24, 2015
<u>/s/ Christopher J. Twomey</u> Christopher J. Twomey	Director	February 24, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit
4.1	Specimen Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.2	Amended and Restated Certificate of Incorporation of Tandem Diabetes Care, Inc., as currently in effect (incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.3	Amended and Restated Bylaws of Tandem Diabetes Care, Inc., as currently in effect (incorporated by reference to Exhibit 3.5 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.4	Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.5	Form of Stock Option Agreement under 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.6	Form of Stock Option Agreement under 2013 Stock Incentive Plan (Non-Employee Directors) (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
4.7	Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the SEC on October 7, 2013).
*5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.
*23.1	Consent of independent registered public accounting firm.
*23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (contained in Exhibit 5.1).
*24.1	Power of Attorney (included in signature page).
*	Filed herewith.



February 24, 2015

Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121

Re: *Securities Registered under Registration Statement on Form S-8*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Tandem Diabetes Care, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") on February 24, 2015 covering the offering of up to (i) 946,189 shares of the Common Stock pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the "2013 Plan"), and (ii) 465,803 shares of the Common Stock pursuant to the Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan (the "ESPP"). The aggregate of 1,411,992 shares of Common Stock that may be issued pursuant to the 2013 Plan and the ESPP are collectively referred to herein as the "Shares."

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company.

Based on the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the terms of the 2013 Plan and the ESPP, and the related agreements, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to the General Corporation Law of the State of Delaware, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan of Tandem Diabetes Care, Inc. of our report dated February 24, 2015, with respect to the financial statements of Tandem Diabetes Care, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

February 24, 2015