

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>ROEDER DOUGLAS A</u><br><br>(Last) (First) (Middle)<br><u>C/O DELPHI VENTURES,</u><br><u>63 BOVET ROAD, SUITE 351</u><br><br>(Street)<br><u>SAN MATEO CA 94402</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TANDEM DIABETES CARE INC [ TNDM ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/27/2019</u>                   |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 08/27/2019                           |  | s <sup>(1)</sup>               |   | 122,018   | D          | \$70.0969 <sup>(2)</sup> | 1,173,628   | I  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    | 08/27/2019                           |  | s <sup>(1)</sup>               |   | 1,191   | D          | \$70.0969 <sup>(2)</sup> | 11,460  | I  | See Footnote <sup>(6)</sup>                           |
| Common Stock                    | 08/28/2019                           |  | s <sup>(1)</sup>               |   | 166,704   | D          | \$70.4211 <sup>(3)</sup> | 1,006,924   | I  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    | 08/28/2019                           |  | s <sup>(1)</sup>               |   | 1,628   | D          | \$70.4211 <sup>(3)</sup> | 9,832   | I  | See Footnote <sup>(6)</sup>                           |
| Common Stock                    | 08/28/2019                           |  | s <sup>(1)</sup>               |   | 16,594  | D          | \$71.0004 <sup>(4)</sup> | 990,330   | I  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    | 08/28/2019                           |  | s <sup>(1)</sup>               |   | 162   | D          | \$71.0004 <sup>(4)</sup> | 9,670   | I  | See Footnote <sup>(6)</sup>                           |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan entered into on May 14, 2019.
- This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.65. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.99. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$71.00 to \$71.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi Ventures VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities held by Delphi Ventures VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi Ventures VIII, L.P., except to the extent of his proportionate pecuniary interest therein.
- The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi BioInvestments VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities held by Delphi BioInvestments VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi BioInvestments VIII, L.P., except to the extent of his proportionate pecuniary interest therein.

**Remarks:**

/s/ Matthew T. Potter, by power of attorney for Douglass A. Roeder 08/29/2019

\*\* 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.**