

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DOVEY BRIAN H</u> (Last) (First) (Middle) <u>C/O DOMAIN ASSOCIATES, LLC</u> <u>ONE PALMER SQUARE</u> (Street) <u>PRINCETON NJ 08542</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC [TNDM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)		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		3,189,058	A	(1)	3,189,058	I	By Domain Partners VII, L.P.
Common Stock	11/19/2013		C		54,390	A	(1)	54,390	I	By DP VII Associates, L.P.

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	Amount or Number of Shares				
Series B Preferred Stock	(1)	11/19/2013		C			356,111	(1)	(1)	Common Stock	356,111	\$0	0	I	By Domain Partners VII, L.P.
Series C Preferred Stock	(1)	11/19/2013		C			549,833	(1)	(1)	Common Stock	549,833	\$0	0	I	By Domain Partners VII, L.P.
Series D Preferred Stock	(1)	11/19/2013		C			2,283,114	(1)	(1)	Common Stock	2,283,114	\$0	0	I	By Domain Partners VII, L.P.
Warrant to Purchase Series D Preferred Stock	\$4.4	11/19/2013		J(2)			590,403	(3)	(3)	Series D Preferred Stock	590,403	\$0	0	I	By Domain Partners VII, L.P.
Warrant to Purchase Common Stock	\$7.37	11/19/2013		J(2)		352,351		(4)	(4)	Common Stock	352,351	\$0	352,351	I	By Domain Partners VII, L.P.
Series B Preferred Stock	(1)	11/19/2013		C			6,071	(1)	(1)	Common Stock	6,071	\$0	0	I	By DP VII Associates, L.P.
Series C Preferred Stock	(1)	11/19/2013		C			9,378	(1)	(1)	Common Stock	9,378	\$0	0	I	By DP VII Associates, L.P.
Series D Preferred Stock	(1)	11/19/2013		C			38,941	(1)	(1)	Common Stock	38,941	\$0	0	I	By DP VII Associates, L.P.
Warrant to Purchase Series D Preferred Stock	\$4.4	11/19/2013		J(2)			10,068	(5)	(5)	Series D Preferred Stock	10,068	\$0	0	I	By DP VII Associates, L.P.
Warrant to Purchase Common Stock	\$7.37	11/19/2013		J(2)		6,008		(6)	(6)	Common Stock	6,008	\$0	6,008	I	By DP VII Associates, L.P.

Explanation of Responses:

1. All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock had no expiration date. The Common Stock equivalents of the preferred stock reflect the 1 for 1.6756 reverse split of the Common Stock effected in November 2013.
2. Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock automatically converted into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the

Warrants were convertible into, subject to the reverse split described in footnote (1), and the exercise price accordingly adjusted to \$7.37 per share.

3. The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 362,965 shares on 8/17/21; 90,741 shares on 5/25/22; and 136,697 shares on 7/17/22.

4. The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 216,617 shares on 8/17/21; 54,154 shares on 5/25/22; and 81,580 shares on 7/17/22.

5. The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

6. The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 3,694 shares on 8/17/21; 923 shares on 5/25/22; and 1,391 shares on 7/17/22.

Remarks:

<u>/s/Kathleen K. Schoemaker,</u> <u>Attorney-in-Fact</u>	<u>11/19/2013</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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