SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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

1. Name and Address of Reporting Person* BERGER DAVID B			2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC</u> [TNDM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) C/O TANDEM I 11075 ROSELLE	M DIABETES CARE, INC.		3. Date of Earliest Transaction (Month/Day/Year) 05/27/2021	Х	Officer (give title below) EVP, Chief Business/	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) SAN DIEGO	CA	92121		X	Form filed by One Repo Form filed by More than	C C		
(City)	(State)	(Zip)			Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/27/2021		М		1,626	A	\$ <mark>0</mark>	6,488	D		
Common Stock	05/27/2021		F ⁽¹⁾		681	D	\$85.65	5,807	D		
Common Stock	05/28/2021		M ⁽²⁾		1,854	A	\$ <mark>9</mark>	7,661	D		
Common Stock	05/28/2021		S		1,854	D	\$86.45	5,807	D		
Common Stock	05/28/2021		S		1,765	D	\$86.49	4,042	D		
Common Stock								242	I	Berger Family Trust ⁽³⁾	

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)		Derivative		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	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		Transaction(s) (Instr. 4)		
Restricted Stock Unit ⁽⁴⁾	(5)	05/27/2021		M ⁽⁶⁾			1,626	(7)	(7)	Common Stock	1,626	\$0	4,878	D	
Stock Option	\$9	05/28/2021		М		1,854		(8)	(9)	Common Stock	1,854	\$0	0	D	

Explanation of Responses:

1. 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.

2. Represents shares of common stock received upon exercise of a stock option award.

3. The securities are held by the Berger Family Trust dated April 16, 2008.

4. Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the 2013 Plan).

5. Each RSU represents a contingent right to receive one share of common stock of the Company.

6. This RSU award was granted on May 27, 2020. 25% of the RSU vested on May 27, 2021 and the remaining units shall vest in twelve (12) equal quarterly installments thereafter, subject to the terms of the 2013 Plan.

7. RSU vest as to twenty-five percent (25%) of the total number of shares subject to the RSU on 5/27/2021, and the remaining shares shall vest in twelve (12) equal quarterly installments thereafter.

8. The options vested as to twenty-five percent (25%) of the underlying shares on 5/17/2018, and the remaining shares vested in thirty-six (36) equal monthly installments thereafter.

9. The expiration date for these options is 10 years from the date of grant.

Remarks:

<u>s/ Karrie Rexford, Attorney-in-</u> <u>Fact for David B. Berger</u> 06/01/2021

** 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.