

TANDEM DIABETES CARE INC

Form 4

November 14, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HLM VENTURE PARTNERS II,
L.P.

(Last) (First) (Middle)

222 BERKELEY STREET,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

TANDEM DIABETES CARE INC
[TNDM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)

11/13/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	11/13/2013		P		200,000	A	\$ 15
					200,000	D ⁽²⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HLM VENTURE PARTNERS II, L.P. 222 BERKELEY STREET BOSTON, MA 02116		X		
HLM Venture Associates II, LLC 222 BERKELEY STREET BOSTON, MA 02116		X		
CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116	X	X		
GRUA PETER J 222 BERKELEY STREET BOSTON, MA 02116		X		
RAY RUSSELL T 222 BERKELEY STREET BOSTON, MA 02116		X		

Signatures

/s/ David B. Berger, Attorney-in-Fact for HLM Venture Partners II, L.P.	11/14/2013
__Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for HLM Venture Associates II, L.L.C.	11/14/2013
__Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Edward L. Cahill	11/14/2013
__Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Peter J. Grua	11/14/2013

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__Signature of Reporting Person

Date

/s/ David B. Berger, Attorney-in-Fact for Russell T. Ray

11/14/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

- (1) Shares were purchased in connection with the Issuer's initial public offering.

- The reported securities are owned by HLM Venture Partners II, L.P. HLM Venture Associates II, L.L.C. (the "General Partner"), and Edward L. Cahill, Peter J. Grua and Russell T. Ray, the managing members of the General Partner, may be deemed to share voting and
- (2) dispositive power over the reported securities but each disclaims beneficial ownership in the securities held by HLM Venture Partners II, L.P., except to the extent of their pecuniary interest therein.

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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