

TANDEM DIABETES CARE INC

Form 4

May 22, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGER DAVID B

(Last) (First) (Middle)

**C/O TANDEM DIABETES CARE,
INC., 11045 ROSELLE STREET**

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**TANDEM DIABETES CARE INC
[TNDM]**

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

05/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ 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)
Common Stock	05/15/2015 ⁽¹⁾⁽²⁾		A	647	A \$ 10.54	3,979	D
Common Stock					16,930	I	See footnote (3)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	
Stock Options (4)	\$ 11.92	05/21/2015		A		56,400	(5) (6)	Common Stock 56,400 \$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERGER DAVID B
C/O TANDEM DIABETES CARE, INC.,
11045 ROSELLE STREET
SAN DIEGO, CA 92121

GENERAL COUNSEL

Signatures

/s/ David B.
Berger 05/22/2015

**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).

The reporting person is voluntarily reporting the acquisition of shares of common stock pursuant to the Tandem Diabetes Care, Inc. 2013

- (1) Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of November 17, 2014 through May 15, 2015. This transaction is also exempt under Rule 16b-3(c).
- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of common stock on May 15, 2015.
- (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.
- (5) All shares subject to the option will vest as to 25% on 5/21/2016 and the remainder in 36 equal monthly installments thereafter.
- (6) The expiration date for these options is 10 years from the date of grant.

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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