

TANDEM DIABETES CARE INC

Form 3

November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â DP VII ASSOCIATES LP

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,
LLC,Â ONE PALMER
SQUARE

(Street)

PRINCETON,Â NJÂ 08542

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/13/2013

3. Issuer Name and Ticker or Trading Symbol

TANDEM DIABETES CARE INC [TNDM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	6,071	\$ (1)	D	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	9,378	\$ (1)	D	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	38,941	\$ (1)	D	Â
Warrant to Purchase Series D Preferred Stock	Â (2)	Â (2)	Series D Preferred Stock (3)	10,068 (3)	\$ 4.4 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DP VII ASSOCIATES LP C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	Â	Â X	Â	Â

Signatures

/s/ Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of DP VII Associates, L.P.

11/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock has 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) The Warrant is immediately exercisable and expires as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

(3) Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock will automatically convert into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants will convert into, subject to the reverse split described in footnote (1), and the exercise price will accordingly adjust to \$7.37 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.