

TANDEM DIABETES CARE INC
 Form 4
 November 21, 2013

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 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 *
 ROEDER DOUGLAS A

2. Issuer Name and Ticker or Trading Symbol
 TANDEM DIABETES CARE INC
 [TNDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2013

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

C/O DELPHI VENTURES,, 3000 SAND HILL RD., BLDG. 1, STE. 135

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 | | 3,632,552 | A | \$ 0 | 3,632,552 | I | Directly owned by Delphi Ventures VIII, L.P. ⁽¹⁾ |
| Common Stock | 11/19/2013 | | C | | 35,467 | A | \$ 0 | 35,467 | I | Directly owned by Delphi BioInvestments VIII, L.P. ⁽¹⁾ |

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

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(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------------------------|--|---|------------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount or Number of Shares |
| Series C Preferred Stock | (2) | 11/19/2013 | | C | V | (A) 1,113,545 (D) (3) | (2) | (2) | Common Stock 664,565 (2) |
| Series C Preferred Stock | (2) | 11/19/2013 | | C | V | (A) 10,871 (D) (3) | (2) | (2) | Common Stock 6,488 (2) |
| Series D Preferred Stock | (2) | 11/19/2013 | | C | V | (A) 4,973,160 (D) | (2) | (2) | Common Stock 2,967,98 (2) |
| Series D Preferred Stock | (2) | 11/19/2013 | | C | V | (A) 48,558 (D) | (2) | (2) | Common Stock 28,979 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROEDER DOUGLAS A C/O DELPHI VENTURES, 3000 SAND HILL RD., BLDG. 1, STE. 135 MENLO PARK, CA 94025 | X | X | | |

Signatures

/s/ Matthew T. Potter, by power of attorney for Douglas A. Roeder

11/21/2013

**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).

The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of each of Delphi Ventures VIII, L.P. and Delphi BioInvestments VIII, L.P. (collectively, the "Delphi Funds"). As a managing member of DMP, the

- (1) Reporting Person shares voting and investment power over the securities held by the Delphi Funds and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by the Delphi Funds, except to the extent of his proportionate pecuniary interest therein.
- (2) Each share of Preferred Stock automatically converted on a 1-to-0.5968 basis into Common Stock immediately upon the consummation of the Issuer's initial public offering and had no expiration date.
- (3) The number of shares of Preferred Stock reflects the effect of applicable anti-dilution adjustments that occurred as a result of the issuance of the Series D Preferred Stock.

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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