

TANDEM DIABETES CARE INC
 Form 4
 November 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
 SCHOEMAKER KATHLEEN K

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)
 C/O DOMAIN ASSOCIATES,
 LLC, ONE PALMER SQUARE
 (Street)

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

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

PRINCETON, NJ 08542

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

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/19/2013		C		3,189,058	A	11 3,189,058	I	By Domain Partners VII, L.P.
Common Stock	11/19/2013		C		54,390	A	11 54,390	I	By DP VII Associates, L.P.

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

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number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
											Number of Shares
Series B Preferred Stock	(1)	11/19/2013		C			356,111	(1)	(1)	Common Stock	356,111
Series C Preferred Stock	(1)	11/19/2013		C			549,833	(1)	(1)	Common Stock	549,833
Series D Preferred Stock	(1)	11/19/2013		C			2,283,114	(1)	(1)	Common Stock	2,283,114
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		J(2)			590,403	(3)	(3)	Series D Preferred Stock	590,403
Warrant to Purchase Common Stock	\$ 7.37	11/19/2013		J(2)			352,351	(4)	(4)	Common Stock	352,351
Series B Preferred Stock	(1)	11/19/2013		C			6,071	(1)	(1)	Common Stock	6,071
Series C Preferred Stock	(1)	11/19/2013		C			9,378	(1)	(1)	Common Stock	9,378
Series D Preferred Stock	(1)	11/19/2013		C			38,941	(1)	(1)	Common Stock	38,941
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		J(2)			10,068	(5)	(5)	Series D Preferred Stock	10,068

