

TANDEM DIABETES CARE INC
 Form 4
 November 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Delphi Management Partners VIII,
 L.L.C.

(Last) (First) (Middle)

3000 SAND HILL
 ROAD,, BUILDING 1, SUITE 135

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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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SEC 1474
(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 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)	
					V	(A) (D)		Title	Amount or Number of Shares
Series C Preferred Stock	(2)	11/19/2013		C		1,113,545 (3)	(2)	(2)	Common Stock 664,565 (2)
Series C Preferred Stock	(2)	11/19/2013		C		10,871 (3)	(2)	(2)	Common Stock 6,488 (2)
Series D Preferred Stock	(2)	11/19/2013		C		4,973,160	(2)	(2)	Common Stock 2,967,98 (2)
Series D Preferred Stock	(2)	11/19/2013		C		48,558	(2)	(2)	Common Stock 28,979 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delphi Management Partners VIII, L.L.C. 3000 SAND HILL ROAD, BUILDING 1, SUITE 135 MENLO PARK, CA 94025		X		
DELPHI VENTURES VIII LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025		X		
		X		

Delphi BioInvestments VIII LP
 3000 SAND HILL ROAD
 BUILDING 1, SUITE 135
 MENLO PARK, CA 94025

PAKIANATHAN DEEPIKA
 3000 SAND HILL ROAD
 BUILDING 1, SUITE 135
 MENLO PARK, CA 94025

ROEDER DOUGLAS A
 C/O DELPHI VENTURES,
 3000 SAND HILL RD., BLDG. 1, STE. 135
 MENLO PARK, CA 94025

DOUGLASS DAVID L
 3000 SAND HILL ROAD
 BUILDING 1, SUITE 135
 MENLO PARK, CA 94025

BOCHNOWSKI JAMES J
 3000 SAND HILL ROAD
 BUILDING 1, SUITE 135
 MENLO PARK, CA 94025

X

X

X

X

X

Signatures

/s/ Matthew T. Potter, by power of attorney for Delphi Management Partners VIII, L.L.C.	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for Delphi Management Partners VIII, L.L.C., as general partner of Delphi Ventures VIII, L.P.	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for Delphi Management Partners VIII, L.L.C., as general partner of Delphi BioInvestments VIII, L.P.	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for Deepika R. Pakianathan	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for Douglas A. Roeder	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for David L. Douglass	11/21/2013
__Signature of Reporting Person	Date
/s/ Matthew T. Potter, by power of attorney for James J. Bochnowski	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).
- (1) 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"), may be deemed to have the sole voting and dispositive power over the

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reported securities. DMP and each of its managing members disclaim beneficial ownership in the securities held by the Delphi Funds except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that DMP and each of its managing members is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (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.

Remarks:

James J. Bochnowski, David L. Douglass, Deepika R. Pakianathan and Douglas A. Roeder are the managing members of DM

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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