

# TANDEM DIABETES CARE INC

Reported by  
**MORRISON SUSAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/16/16 for the Period Ending 12/16/16

|             |  |
|-------------|--|
| Address     | 11045 ROSELLE STREET<br>SUITE 200<br>San Diego, CA 92121 |
| Telephone   | 858-366-6900   |
| CIK         | 0001438133   |
| Symbol      | TNDM   |
| SIC Code    | 3841 - Surgical and Medical Instruments and Apparatus    |
| Industry    | Medical Equipment, Supplies & Distribution               |
| Sector      | Healthcare   |
| Fiscal Year | 12/31  |

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Morrison Susan</b><br><br>(Last) (First) (Middle)<br><br><b>C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET</b><br><br>(Street)<br><br><b>SAN DIEGO, CA 92121</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>TANDEM DIABETES CARE INC [ TNDM ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CHIEF ADMINISTRATIVE OFFICER</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>12/16/2016</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 |   |  |   |

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Options<br><u>(1)</u>              | \$2.30   | 12/16/2016     |                                   | A                         |   | 169200   |     | <u>(2)</u>                              | <u>(3)</u>      | Common Stock  | 169200                     | \$0.00                                     | 169200   | D  |  |

#### Explanation of Responses:

- (1) Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan.
- (2) All shares subject to the option will vest as to 50% on 12/16/2017 and the remainder in 12 equal monthly installments thereafter.
- (3) The expiration date for these options is 10 years from the date of grant.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| <b>Morrison Susan</b><br><b>C/O TANDEM DIABETES CARE, INC.,</b><br><b>11045 ROSELLE STREET</b><br><b>SAN DIEGO, CA 92121</b> |               |           | <b>CHIEF ADMINISTRATIVE OFFICER</b> |       |

#### Signatures

/s/ David B. Berger, Attorney-in-Fact for Susan M. Morrison

12/16/2016

--Signature of Reporting Person

Date

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

\* 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).

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

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.