

TANDEM DIABETES CARE INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/08/17

Address	11045 ROSELLE STREET SUITE 200 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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Tandem Diabetes Care, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4327508
(I.R.S. Employer
Identification No.)

11045 Roselle Street
San Diego, California 92121
(Address of principal executive offices)

2013 Stock Incentive Plan
2013 Employee Stock Purchase Plan
(Full titles of the Plans)

David B. Berger, Esq.
General Counsel
Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121
(858) 366-6900
(Name and address of agent for service)

Copy to:
Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
To be issued under the 2013 Stock Incentive Plan	1,243,823 (2)	\$ 2.40 (3)	\$ 2,985,175.20	\$ 345.98
To be issued under the 2013 Employee Stock Purchase Plan	310,955 (4)	\$ 2.04 (5)	\$ 634,348.20	\$ 73.52
Total	1,554,778	N/A	\$ 3,619,523.40	\$ 419.50

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the registrant’s common stock, par value \$0.001 per share (“*Common Stock*”) that become issuable under the registrant’s 2013 Stock Incentive Plan (the “*2013 Plan*”) and 2013 Employee Stock Purchase Plan (the “*2013 ESPP*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents additional shares of Common Stock that were automatically added to the number of shares reserved for issuance under the 2013 Plan effective January 1, 2017, pursuant to an evergreen provision contained therein. Shares available for issuance under the 2013 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (the “*SEC*”) on November 19, 2013 (File No. 333-192406), February 24, 2015 (File No. 333-202254) and February 24, 2016 (File No. 333-209685). See “Explanatory Note” for additional information.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on March 1, 2017.
- (4) Represents additional shares of Common Stock that were automatically added to the number of shares reserved for issuance under the 2013 ESPP effective January 1, 2017, pursuant to an evergreen provision contained therein. Shares available for issuance under the 2013 ESPP were previously registered on registration statements on Form S-8 filed with the SEC on November 19, 2013 (File No. 333-192406), February 24, 2015 (File No. 333-202254) and February 24, 2016 (File No. 333-209685). See “Explanatory Note” for additional information.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on March 1, 2017 multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2013 ESPP.

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SHARES

Tandem Diabetes Care, Inc. is filing this Registration Statement on Form S-8 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**SEC**”) to register (i) 1,243,823 additional shares of Common Stock under the 2013 Plan, and (ii) 310,955 additional shares of Common Stock under the 2013 ESPP, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registrant's registration statements on Form S-8 filed with the SEC on November 19, 2013 (File No. 333-192406), February 24, 2015 (File No. 333-202254) and February 24, 2016 (File No. 333-209685).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in San Diego, California on March 8, 2017.

Tandem Diabetes Care, Inc.

By: /s/ Kim D. Blickenstaff
Kim D. Blickenstaff
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Kim D. Blickenstaff, John Cajigas and David B. Berger, and each or any of them, acting individually, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kim D. Blickenstaff</u> Kim D. Blickenstaff	President, Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2017
<u>/s/ John Cajigas</u> John Cajigas	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 8, 2017
<u>/s/ Dick P. Allen</u> Dick P. Allen	Director and Chairman of the Board	March 8, 2017
<u>/s/ Edward L. Cahill</u> Edward L. Cahill	Director	March 8, 2017
<u>/s/ Fred E. Cohen</u> Fred E. Cohen	Director	March 8, 2017
<u>/s/ Howard E. Greene, Jr.</u> Howard E. Greene, Jr.	Director	March 8, 2017
<u>/s/ Douglas A. Roeder</u> Douglas A. Roeder	Director	March 8, 2017
<u>/s/ Jesse I. Treu</u> Jesse I. Treu	Director	March 8, 2017
<u>/s/ Christopher J. Twomey</u> Christopher J. Twomey	Director	March 8, 2017

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
4.1	Specimen Certificate for Common Stock.	S-1	333-191601	October 7, 2013	4.1	
4.2	Amended and Restated Certificate of Incorporation of Tandem Diabetes Care, Inc., as currently in effect.	S-1/A	333-191601	November 1, 2013	3.4	
4.3	Amended and Restated Bylaws of Tandem Diabetes Care, Inc., as currently in effect.	S-1/A	333-191601	November 1, 2013	3.5	
4.4	Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan.	S-1/A	333-191601	November 1, 2013	10.6	
4.5	Form of Stock Option Agreement under 2013 Stock Incentive Plan.	S-1/A	333-191601	November 1, 2013	10.7	
4.6	Form of Stock Option Agreement under 2013 Stock Incentive Plan (Non-Employee Directors).	S-1/A	333-191601	November 1, 2013	10.8	
4.7	Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan.	S-1/A	333-191601	November 1, 2013	10.9	
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.					X
23.1	Consent of independent registered public accounting firm.					X
23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (contained in Exhibit 5.1 hereto).					X
24.1	Power of Attorney (included in signature page hereto).					X

STRADLING YOCCA CARLSON & RAUTH, P.C.
 660 NEWPORT CENTER DRIVE, SUITE 1600
 NEWPORT BEACH, CA 92660-6422
 SYCR.COM

CALIFORNIA
 NEWPORT BEACH
 SACRAMENTO
 SAN DIEGO
 SAN FRANCISCO
 SANTA BARBARA
 SANTA MONICA
COLORADO
 DENVER
NEVADA
 RENO
WASHINGTON
 SEATTLE



March 8, 2017

Tandem Diabetes Care, Inc.
 11045 Roselle Street
 San Diego, California 92121

Re: *Securities Registered under Registration Statement on Form S-8*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Tandem Diabetes Care, Inc., a Delaware corporation (the “Company”), of a Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission on March 8, 2017 covering the offering of up to (i) 1,243,823 shares of the common stock, par value \$0.001 per share (the “Common Stock”), pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan (the “2013 Plan”), and (ii) 310,955 shares of the Common Stock pursuant to the Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan (the “ESPP”). The aggregate of 1,554,778 shares of Common Stock that may be issued pursuant to the 2013 Plan and the ESPP are collectively referred to herein as the “Shares.”

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company.

Based on the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the terms of the 2013 Plan and the ESPP, and the related agreements, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to the General Corporation Law of the State of Delaware, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and further consent to the reference to us in the Registration Statement and any amendments thereto. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan of Tandem Diabetes Care, Inc. of our report dated March 8, 2017, with respect to the financial statements of Tandem Diabetes Care, Inc. and to the reference to our firm under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
March 8, 2017