

# TANDEM DIABETES CARE INC

## **FORM SD** (Specialized Disclosure Report)

Filed 05/19/17

|             |  |
|-------------|--|
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| 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  |

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

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**FORM SD**  
Specialized Disclosure Report

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

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36189**  
(Commission  
File Number)

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

**11045 Roselle Street, San Diego, CA**  
(Address of principal executive offices)

**92121**  
(Zip Code)

**David B. Berger, Esq.**  
**Tandem Diabetes Care, Inc.**  
**Executive Vice President, General Counsel and Secretary**  
**(858) 366-6900**  
(Name and telephone number, including area code, of the person to contact in connection with this report.)

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Check the appropriate box below to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period January 1 to December 31, 2016

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## **Section 1 – Conflict Minerals Disclosure**

### **Item 1.01 Conflict Minerals Disclosure and Report**

A copy of the Conflict Minerals Report of Tandem Diabetes Care, Inc. (“Tandem”) for the reporting period January 1 to December 31, 2016 is filed as Exhibit 1.01 to this Specialized Disclosure Report on Form SD (“Form SD”) and is also available at Tandem’s website at <http://investor.tandemdiabetes.com/governance.cfm>. The information contained on or accessed through Tandem’s website does not constitute part of this Form SD (including the Conflict Minerals Report attached hereto as Exhibit 1.01).

### **Item 1.02 Exhibit**

Tandem has filed, as an exhibit to this Form SD, a Conflict Minerals Report as required by Item 1.01 of this Form SD.

## **Section 2 - Exhibits**

### **Item 2.01 Exhibits**

The following exhibit is filed as part of this Form SD:

| <b><u>Number</u></b> | <b><u>Description</u></b>  |
|----------------------|--|
| 1.01                 | Tandem Diabetes Care, Inc. Conflict Minerals Report for the reporting period January 1 to December 31, 2016. |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tandem Diabetes Care, Inc.

/s/ David B. Berger

David B. Berger

Executive Vice President, General Counsel and Secretary

Date: May 19, 2017

## INDEX TO EXHIBITS

| <u>Number</u> | <u>Description</u> |
|---------------|--------------------|
|---------------|--------------------|

|      |  |
|------|--|
| 1.01 | Tandem Diabetes Care, Inc. Conflict Minerals Report for the reporting period January 1 to December 31, 2016. |
|------|--|

**Tandem Diabetes Care, Inc.**  
**Conflict Minerals Report**  
**For The Reporting Period January 1 to December 31, 2016**

This Conflict Minerals Report (“CMR”) has been prepared by Tandem Diabetes Care, Inc. (herein referred to as “Tandem,” “we,” “our” or “us”). This CMR for the reporting period January 1 to December 31, 2016 (the “Reporting Period”) is presented to comply with the final conflict minerals implementing rules (“Final Rules”) promulgated by the Securities and Exchange Commission (“SEC”), as modified by SEC guidance issued on April 29, 2014 and the SEC order issued on May 2, 2014. The Final Rules were adopted by the SEC to implement reporting and disclosure requirements related to conflict minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 as codified in Section 13(p) of the Securities Exchange Act of 1934. The Final Rules impose certain reporting obligations on SEC registrants whose manufactured products contain “conflict minerals” that are necessary to the functionality or production of their products. “Conflict minerals” are currently defined by the SEC as cassiterite, columbite-tantalite (coltan), gold, wolframite, or their derivatives, which the SEC has currently limited to tin, tantalum, tungsten and gold.

To comply with the Final Rules, we conducted due diligence on the origin, source and chain of custody of the conflict minerals that were necessary to the functionality or production of the products that we manufactured or contracted to manufacture during the Reporting Period to ascertain whether these conflict minerals originated in the Democratic Republic of Congo or an adjoining country (collectively, “Covered Countries”) and financed or benefited armed groups (as defined in Section 1, Item 1.01(d)(2) of Form SD) in any of these countries.

Pursuant to SEC guidance issued April 29, 2014 and the SEC order issued May 2, 2014, Tandem is not required to describe any of its products as “DRC conflict free” (as defined in Section 1, Item 1.01(d)(4) of Form SD), “DRC conflict undeterminable” (as defined in Section 1, Item 1.01(d)(5) of Form SD) or “having not been found to be ‘DRC conflict free,’” and therefore makes no conclusion in this regard in the report presented herein. Furthermore, given that Tandem has not voluntarily elected to describe any of its products as “DRC conflict free,” an independent private sector audit of the report presented herein is not required to be and has not been conducted.

## **I. Company Overview**

Tandem is a medical device company focused on the design, development and commercialization of a family of products for people with insulin-dependent diabetes.

## **II. Product Overview**

Tandem currently manufactures and sells three insulin pump products in the United States that are designed to address large and differentiated segments of the insulin-dependent diabetes market: (i) the t:slim X2™ Insulin Delivery System, or t:slim X2, our flagship product that can easily and discreetly fit into a pocket, (ii) the t:flex® Insulin Delivery System, or t:flex, for people with greater insulin needs, and (iii) the t:slim G4™ Insulin Delivery System, or t:slim G4, the first continuous glucose monitoring, or CGM, enabled pump with touch-screen simplicity. We began commercial sales of our first insulin pump product, the t:slim Insulin Delivery System, or t:slim, in 2012. In 2015, we launched the t:flex and t:slim G4 pumps. In 2016, we launched the t:slim X2, and discontinued new sales of the original t:slim.

All of our insulin pump products share important common features, including a black aluminum case and chrome trim, that give them the look and feel of a modern consumer electronic device, such as a smartphone. Our insulin pumps are also watertight, with an IPX7 rating, eliminating concerns about accidentally getting our pumps wet. Each device also features a micro-USB connection that supports rapid recharging, which can be performed without disconnecting or interrupting insulin delivery. All of our insulin pumps also feature a vivid, full-color touch screen made of high-grade, shatter-resistant glass that provides users the ability to enter numbers and access features directly, rather than scrolling through a list of numbers and screens.

### III. Supply Chain Overview

Tandem currently manufactures its devices at its headquarters in San Diego, California. Tandem manufactures its insulin pumps with components and sub-assemblies supplied by outside vendors. Tandem then assembles, tests, packages and ships the finished insulin pumps as well as disposable cartridges. The disposable cartridges do not contain any metals or minerals.

Tandem purchases certain components and materials from single sources due to quality considerations, costs or constraints resulting from regulatory requirements. We do not directly source Conflict Minerals from mines, smelters, or refiners, and we believe that we are many levels removed from these market participants and, therefore, have limited influence over their behavior. Furthermore, because of the depth, geographic diversity, and constant evolution of our supply chain, and due to competitive factors, we often have significant difficulty identifying market participants upstream from our direct suppliers. However, through the efforts described in this CMR, we seek to ensure that our sourcing practices are consistent with our Conflict Minerals Policy, which is described below.

For purposes of this CMR, references to our “products” refer to tangible components of our insulin pumps, and references to our “suppliers” refer to our direct product suppliers.

### IV. Conflict Minerals Analysis and Reasonable Country of Origin Inquiry

Based upon a review of our products and our reasonable country of origin inquiry (“RCOI”), we have concluded that:

- our products contain conflict minerals that are necessary to the production or functionality of our products; and
- we are unable to determine whether the conflict minerals present in our products originate in the Covered Countries.

We are therefore required by the Final Rules to file with the SEC a Specialized Disclosure Report on Form SD (“Form SD”) and a Conflict Minerals Report as an exhibit thereto.

### V. Design of Due Diligence Measures

Tandem designed its due diligence with respect to the source and chain of custody of the conflict minerals contained in its products based on the five-step framework set forth in the Third Edition of the Organization for Economic Co-operation and Development’s Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and the supplements thereto (the “OECD Guidance”).

### VI. Due Diligence Measures Performed by Tandem

Tandem performed the following due diligence measures in accordance with the OECD Guidance and the Final Rules:

#### *OECD Guidance Step #1: Establish Strong Company Management Systems*

- In February 2015, Tandem adopted a Statement on Conflicts Minerals (the “Conflict Minerals Policy”) that sets forth (i) our commitment to complying with the Final Rules, (ii) our expectations of our suppliers regarding supporting Tandem’s compliance activities, and (iii) our policies and practices with respect to the engagement of suppliers and the implementation of risk mitigation measures. The Conflict Minerals Policy can be found on our website at <http://investor.tandemdiabetes.com/governance.cfm>.
- The implementation of Tandem’s RCOI and the conducting of due diligence on the source and chain of custody of Tandem’s necessary conflict minerals are managed by Tandem’s supply chain and legal departments. To the extent that red flags or other issues are identified in the supplier data acquisition or

engagement processes, these issues and red flags will be addressed first by the responsible individuals within the supply chain and legal departments and subsequently escalated to the Board of Directors, if determined advisable by the legal department.

- The supply chain and legal staff responsible for conflict minerals compliance (i) have received training regarding conflict minerals compliance and (ii) are required to be familiar with Tandem’s Conflict Minerals Policy and with Tandem’s conflict minerals-related processes and procedures.
- Records of material conflict minerals-related documentation are maintained electronically by Tandem for a period of five (5) years from the date of creation.
- In February 2015, Tandem’s existing suppliers were provided with a copy of the Conflict Minerals Policy, and new suppliers will be provided with a copy of the Conflict Minerals Policy as part of Tandem’s annual conflicts minerals due diligence. In addition, a conflict minerals compliance provision (the “Conflict Minerals Contractual Provision”) was added to Tandem’s form manufacturing agreement and purchase order terms requesting that suppliers (i) comply with the Conflict Minerals Policy and (ii) cooperate with Tandem in providing the information required by the CMRT (as defined below). Tandem will request that the Conflict Minerals Contractual Provision be incorporated into (i) new manufacturing agreements and (ii) existing manufacturing agreements when such agreements are negotiated for renewal, with suppliers Tandem deems critical.
- Interested parties can report improper activities in violation of the Conflict Minerals Policy or the Conflict Minerals Rules via our ethics hotline located at <https://secure.ethicspoint.com/domain/media/en/gui/44972/index.html> . All reported activities will be reviewed by the appropriate individuals within the supply chain and legal departments.

*OECD Guidance Step #2: Identify and Assess Risk in the Supply Chain*

- Tandem requests that its suppliers who supply components or subassemblies which contain metals or minerals complete in full the Electronic Industry Citizenship Coalition/Global e-Sustainability Initiative Conflict Minerals Reporting Template (the “CMRT”). The CMRT is used to provide Tandem with information regarding its suppliers’ practices with respect to the sourcing of conflict minerals to enable it to comply with its requirements under the Final Rules. The CMRT will be distributed to suppliers at least annually to obtain information regarding changes in supplier circumstances.
- Tandem’s supply chain and legal departments manage the collection of information reported on the CMRT by its suppliers.
- Tandem utilizes a series of escalating responses to address the failure of a supplier to provide the information required by the CMRT.

*OECD Guidance Step #3: Design and Implement a Strategy to Respond to Identified Risks*

- If, on the basis of red flags that are identified as a result of either (i) the supplier data acquisition or engagement processes or (ii) the receipt of information from other sources, Tandem determines that there is a reasonable risk that a supplier is sourcing conflict minerals that are directly or indirectly financing or benefiting armed groups, Tandem will enforce the Conflict Minerals Policy and the Conflict Minerals Contractual Provision binding such supplier (if any) by means of a series of escalations.
- Such escalations may range from prompt engagement with the supplier to resolve the sourcing issue, to requiring such supplier to implement a risk management plan (which plan may involve, as appropriate, remedial action up to and including disengagement from upstream suppliers).

*OECD Guidance Step #4: Carry Out Independent Third-Party Audit of Supply Chain Due Diligence at Identified Points in the Supply Chain*

Given that we do not have a direct relationship with the smelters and refiners that process the conflict minerals that are present in our products, we rely on the Conflict-Free Sourcing Initiative (the “CFSI”) to conduct third-party audits of smelters and refineries.

*OECD Guidance Step #5: Report on Supply Chain Due Diligence*

As required by the Final Rules, we have filed a Form SD and a Conflict Minerals Report as an exhibit thereto for the Reporting Period. The Form SD and Conflict Minerals Report are also available on our website at <http://investor.tandemdiabetes.com/governance.cfm>.

## VII. Smelters and Refineries Identified

Tandem made requests of 21 suppliers to complete the CMRT. As a result of Tandem’s RCOI, 15 suppliers provided completed CMRTs to Tandem, two suppliers were subsumed by responses from a higher level supplier, three suppliers are large component distributors who provided their conflicts minerals policy, rather than the CMRT, and one supplier was eliminated based upon a review of the materials used in the component supplied by that supplier. Seven suppliers declared that they do not use conflict minerals in the manufacture of components or subassemblies for Tandem. Some suppliers reported information to us at a “company” level (meaning that they reported all of the smelters and refiners that may have processed the Conflict Minerals contained in all of their products, not just those pertaining to the products sold to us). They also may have reported to us smelters and refiners that were not in our supply chain due to over-inclusiveness in the information received from their suppliers or for other reasons. For example, one contract manufacturer listed over 1,554 smelters, one component supplier listed 530 smelters and another component supplier listed 222 smelters, in each case including both smelters which have been certified by the CFSI’s Conflict-Free Smelter Program (the “CFSP”) and those which have not. In reviewing these lists of smelters and refiners, none of the identified smelter locations were in the Covered Countries. Furthermore, the smelters and refiners described below may not be all of the smelters and refiners in our supply chain, since the suppliers did not identify all of the smelters and refiners in their supply chains and because we did not receive responses from all of the suppliers. Due to our position in the supply chain, we rely on our suppliers for accurate smelter and refiner information and our reasonable country of origin inquiry and due diligence measures do not provide absolute certainty regarding the source of the necessary Conflict Minerals contained in our in-scope products.

Other than suppliers providing company level information mentioned above and duplicates, Tandem’s suppliers identified the names of approximately 49 unique smelters and refineries from which they source conflict minerals. We compared the list of 49 unique smelters or refiners against compliant and active smelter or refiner lists per the CFSP for verification of existence and location of the smelters or refiners. That data is set forth below:

| Mineral                                  | CFSI Compliant | CFSI Active | Other Known Metal Processors | Total     |
|--|----------------|-------------|------------------------------|-----------|
| Tin (Cassiterite)                        | 29             | 1           | —                            | 30        |
| Tantalum (Columbite-Tantalite or Coltan) | —              | —           | —                            | —         |
| Tungsten (Wolframite)                    | 2              | —           | —                            | 2         |
| Gold                                     | 16             | —           | 1                            | 17        |
| <b>TOTAL</b>                             | <b>47</b>      | <b>1</b>    | <b>1</b>                     | <b>49</b> |

As used in the table, “compliant” and “active” have the meanings given those terms by the CFSI. “Other known metal processors” are those additional smelters and refiners on the Standard Smelter Names tab of the CFSI’s Conflict Minerals Reporting Template (the “Conflict Minerals Reporting Template”) and the list of known processing facilities published by the U.S. Department of Commerce (the “Commerce Department List”). The compliance status reflected in the table is based solely on information made publicly available by the CFSI as of April 26, 2016 without independent verification by us.

The identified smelter locations for the smelters and refiners described in the table included the following countries: Austria, Belgium, Bolivia, Brazil, Canada, China, Germany, Indonesia, Japan, Malaysia, Mexico, Peru, Poland, Switzerland, Thailand, and the United States.

**VIII. Steps to Mitigate Risk**

Tandem intends to take the following steps to mitigate the risk that its necessary conflict minerals benefit armed groups:

- Continue to engage with suppliers to obtain complete CMRTs;
- Encourage the development of supplier capabilities to perform conflict-minerals related due diligence by the implementation of risk mitigation measures, as appropriate; and
- Provide ongoing training regarding emerging best practices and other relevant topics to supply chain and legal staff responsible for conflict minerals compliance.

**FORWARD LOOKING STATEMENTS**

Statements relating to due diligence improvements are forward-looking in nature and are based on Tandem’s management's current expectations or beliefs. These forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors that may be outside of Tandem’s control and that could cause actual events to differ materially from those expressed or implied by the statements made herein.

**DOCUMENTS INCORPORATED BY REFERENCE**

Unless otherwise stated herein, any documents, third party materials or references to websites (including Tandem’s) are not incorporated by reference in, or considered to be a part of this CMR, unless expressly incorporated by reference herein.