

TANDEM DIABETES CARE INC

FORM 8-K (Current report filing)

Filed 10/10/17 for the Period Ending 10/09/17

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 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2017

Tandem Diabetes Care, Inc.

(Exact name of registrant as specified in its charter)

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)

Registrant's telephone number, including area code: (858) 366-6900

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification of Rights of Security Holders

As previously announced in our Current Report on Form 8-K filed on September 7, 2017, at a Special Meeting of Stockholders held on September 7, 2017, our stockholders approved an amendment to our amended and restated certificate of incorporation to effect a reverse stock split of our issued and outstanding shares of common stock at a ratio not less than 1-for-8 and not greater than 1-for-12, with the exact ratio to be set within that range by our board of directors. On October 4, 2017, our board of directors approved the reverse stock split at a ratio of 1-for-10. On October 9, 2017, we filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation, or the Certificate of Amendment, with the Secretary of State of the State of Delaware to effect the reverse stock split.

As a result of the reverse stock split, every ten shares of our common stock will be automatically reclassified and converted into one issued and outstanding share of common stock. No fractional shares will be issued as a result of the reverse stock split. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.

Commencing on October 10, 2017, trading of our common stock will continue on The NASDAQ Global Market on a reverse stock split-adjusted basis. The trading symbol will remain "TNDM."

The foregoing summary of the terms of the Certificate of Amendment does not purport to be a complete, and is qualified in its entirety by reference to the Certificate of Amendment which is filed as Exhibit 3.1 to this Current Report, which is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The information set forth in Item 3.03 of this Current Report is incorporated by reference herein.

Item 8.01 Other Events.

On October 9, 2017, the Company issued a press release announcing the reverse stock split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Tandem Diabetes Care, Inc.</u>
99.1	<u>Press Release of Tandem Diabetes Care, Inc. dated October 9, 2017.</u>

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.

By: /s/ David B. Berger
David B. Berger
Executive Vice President, General Counsel and Secretary

Date: October 10 , 2017

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TANDEM DIABETES CARE, INC.,
a Delaware corporation

Tandem Diabetes Care, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

FIRST: The name of the corporation is Tandem Diabetes Care, Inc. (the “Corporation”)

SECOND: The Board of Directors of the Corporation (the “Board of Directors”) has duly adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”), directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof, and authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment of Amended and Restated Certificate of Incorporation (this “Certificate of Amendment”).

THIRD: upon the effectiveness of this Certificate of Amendment, Article IV of the Certificate of Incorporation is hereby amended by adding the following paragraph to the end of Article IV:

“ C . Reverse Stock Split. Effective immediately upon the filing of this Certificate of Amendment of Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “Effective Time”), each ten (10) shares of Common Stock then issued and outstanding, or held in the treasury of the Corporation, immediately prior to the Effective Time shall automatically be reclassified and converted into one (1) share of Common Stock, without any further action by the Corporation or the respective holders of such shares (the “Reverse Stock Split”). No fractional shares shall be issued in connection with the Reverse Stock Split. A holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share.

FOURTH: This Certificate of Amendment has been duly approved by the Board of Directors in accordance with the applicable provisions of Section 242 of the Delaware General Corporation Law.

FIFTH: This Certificate of Amendment has been duly approved by the stockholders of the Corporation in accordance with the applicable provisions of Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of this 9th day of October , 2017.

TANDEM DIABETES CARE, INC.

/s/ Kim D. Blickenstaff

Kim D. Blickenstaff

President and Chief Executive Officer

**Media Contact:**

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Susan Morrison

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smorrison@tandemdiabetes.com**FOR IMMEDIATE RELEASE****Tandem Diabetes Care Announces Approval of Reverse Stock Split**

San Diego, October 9, 2017 – Tandem Diabetes Care®, Inc. (NASDAQ: TNDM) previously announced that a proposal was approved at its Special Meeting of Stockholders, held September 7, 2017, authorizing its Board of Directors to amend the Company's certificate of incorporation to effect a reverse stock split of the Company's issued and outstanding shares of common stock at a ratio not less than 1-for-8 and not greater than 1-for-12, with the exact ratio to be set within that range by Tandem's Board of Directors. The number of authorized shares of common stock would remain at 100 million shares. Tandem's Board of Directors had previously directed that the proposal be submitted to the shareholders for approval and has subsequently approved the reverse stock split at a ratio of 1-for-10. The reverse stock split will take effect at 4:00 pm ET on October 9, 2017. Beginning with the opening of trading on October 10, 2017, the Company's common stock will trade on the NASDAQ Global Market on a reverse stock split-adjusted basis.

"The implementation of this reverse stock split will provide us with flexibility in our capital structure to pursue financing alternatives in support of our business plan and to bring new innovations to people with diabetes," said Kim Blickenstaff, President and CEO of Tandem Diabetes Care. "With our team of dedicated employees, differentiated insulin pumps, and meaningful history of growth and operational progress, we remain keenly focused on building long-term shareholder value."

Upon the effectiveness of the reverse stock split, every ten shares of the Company's issued and outstanding common stock will be automatically reclassified and converted into one issued and outstanding share of common stock, par value \$0.001 per share. As a result of the reverse split, there will be approximately 5.5 million shares of common stock issued and outstanding. The shares of common stock will trade under a new CUSIP number, 875372203, effective October 10, 2017. The Company's trading symbol will remain "TNDM." All options, warrants, and convertible securities of the Company outstanding immediately prior to the reverse stock split will be adjusted.

No fractional shares of common stock will be issued as a result of the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share as a result of the reverse stock split will instead receive one whole share of common stock.

The Company has chosen its transfer agent, American Stock Transfer & Trust Company, LLC (“AST”) , to act as exchange agent for the reverse stock split. Stockholders owning shares via a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, and will not be required to take further action in connection with the reverse stock split, subject to brokers' particular processes. For those stockholders holding physical stock certificates, AST will send instructions for exchanging those certificates for shares held in book-entry form representing the post-split number of shares. AST can be reached at (800) 937-5449 .

About Tandem Diabetes Care, Inc.

Tandem Diabetes Care, Inc. (www.tandemdiabetes.com) is a medical device company dedicated to improving the lives of people with diabetes through relentless innovation and revolutionary customer experience. The Company takes an innovative, user-centric approach to the design, development and commercialization of products for people with diabetes who use insulin. Tandem manufactures and sells the t:slim X2™ Insulin Pump, the only pump capable of remote feature updates using a personal computer, now available with Dexcom G5® Mobile continuous glucose monitoring (CGM) integration, and the t:flex® Insulin Pump, the first pump designed for people with greater insulin requirements. Tandem is based in San Diego, California.

t:flex and Tandem Diabetes Care are registered trademarks, and t:slim X2 is a trademark of Tandem Diabetes Care, Inc. Dexcom G5 is a registered trademark of Dexcom, Inc.

Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. These forward-looking statements include statements regarding the reverse stock split and building long-term shareholder value. The Company’s actual results, and the timing of events, could differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties, including the Company’s ability to satisfy conditions related to the implementation of the reverse split and the Company’s ability to achieve its business plans and bring new innovations to people with diabetes. In addition, the Company’s results may be impacted by the other risks identified in the Company’s most recent Annual Report on Form 10-K and Quarterly report on Form 10-Q, and other documents that the Company files with the Securities and Exchange Commission. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Unless otherwise required by applicable law or the rules of the NASDAQ Stock Market, the Company undertakes no obligation to update or review any forward-looking statement in this press release because of new information, future events or other factors.

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