

TANDEM DIABETES CARE INC

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 02/09/18

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-1
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)

3841
(Primary Standard Industrial
Classification Code Number)

20-4327508
(I.R.S. Employer
Identification Number)

**11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kim D. Blickenstaff
President and Chief Executive Officer
11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

**David B. Berger, Esq.
Executive Vice President, General
Counsel and Secretary
Tandem Diabetes Care, Inc.
11075 Roselle Street
San Diego, California 92121
(858) 366-6900**

**Per B. Chilstrom, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019
(212) 878-8000**

Approximate date of commencement of proposed sale to the public : As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-222553)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an

emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth 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
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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)(3)
Common Stock, \$0.001 par value per share	\$11,499,908	\$1,432

- (1) Includes shares of our common stock that the underwriters have an option to purchase.
(2) Calculated pursuant to Rule 457(o) of the Securities Act of 1933, as amended.
(3) We previously registered an aggregate of \$57,500,092 of our common stock on a Registration Statement on Form S-1 (File No. 333-222553), as amended, which was declared effective on February 8, 2018 and for which a filing fee of \$7,159 was previously paid.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (the “**Rule 462(b) Registration Statement**”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering an additional \$11,499,908 in shares of the common stock, \$0.001 par value per share (the “**Common Stock**”), of Tandem Diabetes Care, Inc. (the “**Company**”). This Rule 462(b) Registration Statement relates to the public offering of the Common Stock of the Company contemplated by the Registration Statement on Form S-1 (File No. 333-222553), which was initially filed with the Securities and Exchange Commission (the “**Commission**”) on January 16, 2018, as amended by Amendment No. 1 thereto filed on January 29, 2018 and Amendment No. 2 thereto filed on February 8, 2018 (as such may be amended or supplemented from time to time hereafter, the “**Registration Statement**”). The Registration Statement was declared effective by the Commission on February 8, 2018.

Pursuant to Rule 462(b) under the Securities Act, the contents of the Registration Statement, including the exhibits thereto, are hereby incorporated by reference into this Rule 462(b) Registration Statement.

INDEX OF EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.					X
23.1	Consent of Independent Registered Public Accounting Firm. Consent of Stradling Yocca Carlson & Rauth, P.C. (included in					X
23.2	Exhibit 5.1).					X
24.1*	Power of Attorney.					

* Incorporated by reference to the Registration Statement on Form S-1 (File No. 333-222553), which was initially filed with the Commission on January 16, 2018 and declared effective by the Commission on February 8, 2018.



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

February 8, 2018

Tandem Diabetes Care, Inc.
11075 Roselle Street
San Diego, California 92121

Re: Securities Registered under Registration Statement on Form S-1

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-1 with the Securities and Exchange Commission (the “**Commission**”) on February 8, 2017 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Rule 462(b) Registration Statement**”). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-1 (File No. 333-222553) originally filed by the Company with the Commission on January 16, 2018 (as amended, the “**Registration Statement**”), and declared effective by the Commission on February 8, 2018. The Rule 462(b) Registration Statement covers an underwritten public offering of up to \$11,499,908 in shares (the “**Shares**”) of the Company’s common stock, par value \$0.001, which includes up to \$1,499,988 in Shares that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters.

In connection with the preparation of this opinion, we have examined such documents, including the Company’s amended and restated certificate of incorporation, as in effect on the date hereof (the “**Certificate of Incorporation**”), the Company’s amended and restated by-laws, as in effect on the date hereof (the “**Bylaws**”), and the resolutions adopted by the Company’s Board of Directors relating to the Registration Statement and the issuance of the Shares (the “**Resolutions**”), 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 without independent investigation or verification.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in the manner described in the Registration Statement, 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 on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts”, “Risk Factors”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and to the incorporation by reference of our report dated March 8, 2017 (except for the 7th paragraph of Note 1 regarding the reverse stock split, as to which the date is January 12, 2018) with respect to the financial statements of Tandem Diabetes Care, Inc. include in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-222553) and related Prospectus of Tandem Diabetes Care, Inc. for the registration of its common stock.

/s/Ernst & Young LLP

San Diego, California
February 8, 2018