

TANDEM DIABETES CARE INC  
 Form 3  
 November 13, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Morrison Susan</p> <p>(Last) (First) (Middle)</p> <p>C/O TANDEM DIABETES CARE, INC.,Â 11045 ROSELLE STREET</p> <p>(Street)</p> <p>SAN DIEGO,Â CAÂ 92121</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/13/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TANDEM DIABETES CARE INC [TNDM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>CAO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (2)	Common Stock	1,333	\$ 0	D	Â
Series C Preferred Stock	Â (1)	Â (2)	Common Stock	738	\$ 0	D	Â
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	2,806	\$ 0	D	Â
Preferred Stock Warrant	Â (3)	08/31/2021	Series D Preferred Stock (4)	612 (4)	\$ 4.4 (4)	D	Â
Preferred Stock Warrant	Â (3)	05/25/2022	Series D Preferred Stock (5)	318 (5)	\$ 4.4 (5)	D	Â
Preferred Stock Warrant	Â (3)	08/21/2022	Series D Preferred Stock (6)	439 (6)	\$ 4.4 (6)	D	Â
Incentive Stock Option (7)	Â (8)	Â (9)	Common Stock	447	\$ 11.73	D	Â
Incentive Stock Option (7)	Â (10)	Â (9)	Common Stock	746	\$ 11.73	D	Â
Incentive Stock Option (7)	Â (11)	Â (9)	Common Stock	2,685	\$ 10.72	D	Â
Incentive Stock Option (7)	Â (12)	Â (9)	Common Stock	149	\$ 10.72	D	Â
Incentive Stock Option (7)	Â (13)	Â (9)	Common Stock	358	\$ 25.13	D	Â
Incentive Stock Option (7)	Â (14)	Â (9)	Common Stock	95,488	\$ 1.11	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morrison Susan C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121	Â	Â	Â CAO	Â

## Signatures

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

11/13/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The securities are immediately convertible.
  - (2) The expiration date is not relevant to the conversion of these securities.
  - (3) The warrants are immediately exercisable.
  - (4) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 365 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
  - (5) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 189 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
  - (6) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 261 shares of the Issuer's common stock at an exercise price of \$7.37 per share.
  - (7) Granted pursuant to the Issuer's Tandem Diabetes Care, Inc. 2006 Stock Incentive Plan.
  - (8) The date of grant of the option was 12/13/2007. All shares subject to the option vested as to 25% on 12/13/2008 and in 36 equal monthly installments thereafter.
  - (9) The expiration date for these options is 10 years from the date of grant.
  - (10) The date of grant of the option was 9/10/2008. All shares subject to the option vested as to 25% on 9/10/2009 and in 36 equal monthly installments thereafter.
  - (11) The date of grant of the option was 8/20/2009. All shares subject to the option vested as to 25% on 8/20/2010 and in 36 equal monthly installments thereafter.
  - (12) The date of grant of the option was 1/22/2010. All shares subject to the option vested as to 25% on 1/22/2011 and continue to vest in 36 equal monthly installments thereafter.
  - (13) The date of grant of the option was 3/1/2012. All shares subject to the option vested as to 25% on 3/1/2013 and continue to vest in 36 equal monthly installments thereafter.
  - (14) The date of grant of the option was 4/23/2013. All shares subject to the option will vest in 24 equal monthly installments commencing on 4/23/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.