

TANDEM DIABETES CARE INC

Form 4

January 02, 2014

FORM 4

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

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
CAHILL EDWARD L

(Last) (First) (Middle)

C/O HLM VENTURE
PARTNERS,, 222 BERKELEY
STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TANDEM DIABETES CARE INC
[TNDM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|------------------------------------|---|---|-----------------------------------|--|---|--------|---|---|---|--|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 12/30/2013 | | X | | | 85,096 | \$ 7.37 | 1,739,154 | I | Directly owned by HLM Venture Partners II, L.P. ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Preferred Stock Warrant <u>(2)</u> | \$ 7.37 | 12/30/2013 | | X | 52,316 | <u>(3)</u> 08/17/2021 | Common Stock | 52,316 | |
| Preferred Stock Warrant <u>(4)</u> | \$ 7.37 | 12/30/2013 | | X | 13,078 | <u>(3)</u> 05/25/2022 | Common Stock | 13,078 | |
| Preferred Stock Warrant <u>(5)</u> | \$ 7.37 | 12/30/2013 | | X | 19,702 | <u>(3)</u> 07/17/2022 | Common Stock | 19,702 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116 | X | | | |

Signatures

/s/ David B. Berger, Attorney-in-Fact for Edward L.
Cahill

01/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 Reporting Person is a managing member of HLM Venture Associates II, L.L.C. ("Associates"), the general partner of HLM Venture Partners II, L.P. ("Partners"). As a managing member of Associates, the Reporting Person shares voting and investment power over the securities held by Partners and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Partners, except to the extent of his proportionate pecuniary interest therein.

(2) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 52,316 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

(3) The warrants are immediately exercisable.

(4) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 13,078 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

(5) Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 19,702 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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