

TANDEM DIABETES CARE INC
 Form 4
 November 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to 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 *
BERGER DAVID B

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
11/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
GENERAL COUNSEL

C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET

(Street)

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

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

SAN DIEGO, CA 92121

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock <u>(1)</u> <u>(2)</u>	11/14/2014			A 1,002 A \$ 12.72	5,332	D	
Common Stock	11/17/2014			J ⁽³⁾ 2,000 D \$ 0 3,332	3,332	D	
Common Stock	11/17/2014			J ⁽³⁾ 2,000 A \$ 0 16,930	16,930	I	See footnote <u>(4)</u>

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGER DAVID B C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121			GENERAL COUNSEL	

Signatures

/s/ David B. Berger 11/19/2014

**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).
- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan ("ESPP"), for the ESPP purchase period of May 16, 2014 through November 14, 2014. This transaction is also exempt under Rule 16b-3(c).
- (1) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on November 14, 2014.
 - (2) On November 14, 2014 the reporting person transferred 2,000 shares beneficially owned by reporting person to the Berger Family Trust dated April 16, 2008 (the "Trust"). Reporting person is trustee of the Trust and has a pecuniary interest in the shares of the issuer held by the Trust.
 - (3) The securities are held by the Berger Family Trust dated April 16, 2008.
 - (4)

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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