

ROEDER DOUGLAS A
Form 4
February 13, 2018

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 *
ROEDER DOUGLAS A

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)
C/O DELPHI VENTURES,, 160
BOVET ROAD, SUITE 408

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2018

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

SAN MATEO, CA 94402

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2018		P		990,330	A	\$ 2
					1,353,586 ⁽¹⁾	I	
							See Footnotes ⁽²⁾
Common Stock	02/09/2018		P		9,670	A	\$ 2
					13,217 ⁽¹⁾	I	
							See Footnotes ⁽³⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
ROEDER DOUGLAS A C/O DELPHI VENTURES, 160 BOVET ROAD, SUITE 408 SAN MATEO, CA 94402		X		

Signatures

/s/ David B. Berger, Attorney-in-Fact for Douglas A. Roeder 02/13/2018

__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 amount of securities beneficially owned following the reported transactions reflects the 10 for 1 reverse stock split of the Issuer's issued and outstanding common stock which was effective on October 9, 2017.
- The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi Ventures VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities held by
- (2) Delphi Ventures VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi Ventures VIII, L.P., except to the extent of his proportionate pecuniary interest therein.
- The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi BioInvestments VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities
- (3) held by Delphi BioInvestments VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi BioInvestments VIII, L.P., except to the extent of his proportionate pecuniary interest therein.

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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