

BERGER DAVID B
Form 4
December 07, 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 *
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)

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

C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET

12/06/2018

EVP, GEN. COUNSEL & SECRETARY

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/06/2018		M		10,000 (1)	A	\$ 2.59 11,765 D
Common Stock	12/06/2018		S		10,000 (2)	D	\$ 34.496 1,765 D
Common Stock	12/06/2018		S		1,493 (3)	D	\$ 34.85 200 I Berger Family Trust (4)

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

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(9-02)

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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

BERGER DAVID B
C/O TANDEM DIABETES CARE, INC.,
11075 ROSELLE STREET
SAN DIEGO, CA 92121

Relationships

Director 10% Owner Officer Other

EVP, GEN. COUNSEL & SECRETARY

Signatures

/s/ David B.
Berger

12/07/2018

**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) Shares were acquired due to the exercise of a previously awarded stock option. Each share converts upon exercise into one share of common stock.

The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 6, 2018, in multiple transactions at prices ranging from \$33.80 to \$34.965. The reporting person undertakes to provide the SEC, the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 6, 2018, in multiple transactions at prices ranging from \$34.8225 to \$34.89. The reporting person undertakes to

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provide the SEC, the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

- (4) Shares are beneficially owned by the Berger Family Trust dated April 16, 2008(the "Trust"), with respect to which reporting person is a trustee.

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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