

Edgar Filing: TANDEM DIABETES CARE INC - Form SC 13G/A

TANDEM DIABETES CARE INC  
Form SC 13G/A  
February 14, 2019

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

SCHEDULE 13G

| OMB APPROVAL       |
|--------------------|
| OMB NUMBER:        |
| EXPIRES:           |
| JUNE 30, 2012      |
| ESTIMATED AVERAGE  |
| BURDEN HOURS       |
| PER RESPONSE ...11 |

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

Tandem Diabetes Care, Inc. (TNDM)

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

875372203

-----  
(CUSIP Number)

December 31, 2018

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 875372203

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Alyeska Investment Group, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH REPORTING (7) SOLE DISPOSITIVE POWER  
PERSON WITH 0

(8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (See Instructions)  
IA

CUSIP No. 875372203

SCHEDULE 13G

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Alyeska Fund GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

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|   |                                   |
|---|-----------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH REPORTING<br>PERSON WITH                | (5) SOLE VOTING POWER<br>0        |
|   | -----                             |
|   | (6) SHARED VOTING POWER<br>0      |
|   | -----                             |
|   | (7) SOLE DISPOSITIVE POWER<br>0   |
|   | -----                             |
|   | (8) SHARED DISPOSITIVE POWER<br>0 |
|   | -----                             |
| (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                |                                   |
| 0   |                                   |
|   | -----                             |
| (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>(See Instructions) | [ ]                               |
|   | -----                             |
| (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |                                   |
| 0%  |                                   |
|   | -----                             |
| (12) TYPE OF REPORTING PERSON (See Instructions)  |                                   |
| 00  |                                   |

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CUSIP No. 875372203

SCHEDULE 13G

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|   |         |
|---|---------|
| (1) NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) |         |
| Alyeska Fund 2 GP, LLC  |         |
|   | -----   |
| (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):                      |         |
|   | (a) [ ] |
|   | (b) [ ] |
|   | -----   |
| (3) SEC USE ONLY  |         |
|   | -----   |
| (4) CITIZENSHIP OR PLACE OF ORGANIZATION  |         |

Delaware

-----

|  |                                   |
|--|-----------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH REPORTING<br>PERSON WITH | (5) SOLE VOTING POWER<br>0        |
|  | -----                             |
|  | (6) SHARED VOTING POWER<br>0      |
|  | -----                             |
|  | (7) SOLE DISPOSITIVE POWER<br>0   |
|  | -----                             |
|  | (8) SHARED DISPOSITIVE POWER<br>0 |
|  | -----                             |

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (See Instructions)  
OO

CUSIP No. 875372203

SCHEDULE 13G

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
Anand Parekh

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):  
(a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH REPORTING (7) SOLE DISPOSITIVE POWER  
PERSON WITH 0

(8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (See Instructions)  
IN

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CUSIP NO. 875372203

SCHEDULE 13G

Item 1(a). Name of Issuer:  
Tandem Diabetes Care, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
11075 Roselle Street  
San Diego, CA 92121

Item 2(a). Name of Persons Filing:

- (i) Alyeska Investment Group, L.P.
- (ii) Alyeska Fund GP, LLC
- (iii) Alyeska Fund 2 GP, LLC
- (iv) Anand Parekh

Item 2(b). Address of Principal Business Office or, if None, Residence:

- (i) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (ii) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (iii) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (iv) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601

Item 2(c). Citizenship:

- (i) Alyeska Investment Group, L.P.- Delaware
- (ii) Alyeska Fund GP, LLC- Delaware
- (iii) Alyeska Fund 2 GP, LLC- Delaware
- (iv) Anand Parekh - United States of America

Item 2(d). Title of Class of Securities:  
Common Stock

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Item 2(e). CUSIP Number:  
875372203

Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b), Check Whether the Person Filing is a:

(a) Alyeska Investment Group, L.P., a limited partnership organized under the laws of the State of Delaware, is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended, and is reporting in accordance with 240.13d-1(b)(1)(ii)(E).

(b) Alyeska Fund GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).

(c) Alyeska Fund 2 GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund 2, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).

(d) Anand Parekh is the Chief Executive Officer and control person of Alyeska Investment Group, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: Please refer to items 5-9 of the cover pages attached hereto
- (b) Percent of class: Please refer to item 11 of the cover pages attached hereto
- (c) Number of shares as to which the person has: Please refer to items 5-8 of the cover pages attached hereto

The reporting persons are the beneficial owners of 139,196 shares of Common Stock of the Issuer and hold warrants to purchase 900,000 shares of the Issuer's Common Stock (the "Warrants"), collectively constituting beneficial ownership of 1,039,195 shares of Common Stock of the Issuer. The reporting persons are beneficial owners of 9.43% of the Issuer's outstanding Common Stock shares. The percentage calculation assumes that there are currently 10,117,029 outstanding shares of Common Stock of the Issuer, based on the Issuer's Prospectus Supplement on Form 424(b)(5) filed with the Securities and Exchange Commission on October 13, 2017 and assumes the exercise of the Warrants.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired  
the Security Being Reported on By the Parent Holding Company or  
Controlling Person.  
Not Applicable

Item 8. Identification and Classification of Members of the Group.  
Not Applicable

Item 9. Notice of Dissolution of Group  
Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and  
belief, the securities referred to above were not acquired and are not  
held for the purpose of or with the effect of changing or influencing  
the control of the issuer of the securities and were not acquired and  
are not held in connection with or as a participant in any transaction  
having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the  
undersigned certify that the information set forth in this statement is true,  
complete and correct.

Dated: February 14, 2019

Alyeska Investment Group, L.P.

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

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Alyeska Fund 2 GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Anand Parekh

By: /s/ Anand Parekh

-----  
Name: Anand Parekh  
Individually

CUSIP NO. 875372203

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Exhibit A  
Agreement

The undersigned agree that the statement to which this exhibit is appended is filed on behalf of each of them.

Dated: February 14, 2019

Alyeska Investment Group, L.P.

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund 2 GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Anand Parekh

By: /s/ Anand Parekh

-----  
Name: Anand Parekh  
Individually



