Edgar Filing: TANDEM DIABETES CARE INC - Form 4

TANDEM DIABETES CARE INC

Form 4

November 15, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Cohen Fred E

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TANDEM DIABETES CARE INC

[TNDM]

(Check all applicable)

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year) 11/13/2013

Officer (give title

X_ Director

Other (specify

10% Owner

C/O TPG GLOBAL, LLC., 301 COMMERCE STREET, SUITE

3300

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

FORT WORTH, TX 76102

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Instr
			Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (1) (2) (3)	\$ 15	11/13/2013	A	17,000	<u>(1)</u>	(1)	Common Stock	17,000	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cohen Fred E
C/O TPG GLOBAL, LLC,
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Signatures

By: Ronald Cami on behalf of Fred E.
Cohen (4)

11/15/2013

**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 stock options ("Options") reported herein were granted pursuant to the 2013 Stock Incentive Plan of Tandem Diabetes Care, Inc. (1) (the "Issuer"). The shares of Common Stock, par value \$0.001 per share, of the Issuer ("Common Stock") subject to the Options will vest in equal monthly installments over the 12 months following the grant. The Options are exercisable until November 13, 2023.
- Dr. Fred E. Cohen is a TPG Partner. TPG is affiliated with TPG Biotechnology Partners III, L.P. ("TPG Biotech III"). TPG Biotech III holds shares of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock of the Issuer and warrants to purchase shares of Common Stock, each of which is convertible into shares of Common Stock.
- Dr. Cohen disclaims beneficial ownership of all of the securities that are or may be beneficially owned by TPG Biotech III or any of its affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Dr. Cohen is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:

(4) Ronald Cami is signing on behalf of Mr. Cohen pursuant to the authorization and designation letter dated July 1, 2013, who Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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