

Sheridan John F
 Form 4
 February 27, 2019

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 *
 Sheridan John F

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, CHIEF OPERATING OFFICER

(Last) (First) (Middle)
 C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2019

SAN DIEGO, CA 92121

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/27/2019		M		18,333 (1)	A	\$ 2.59 18,999 D
Common Stock	02/27/2019		M		1,667 (1)	A	\$ 9 20,666 D
Common Stock	02/27/2019		S		16,200	D	\$ 61.91 4,466 D (2)
Common Stock	02/27/2019		S		3,800	D	\$ 62.53 666 D (3)

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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount (Shares)
Common Stock ⁽⁴⁾	\$ 48.36	02/25/2019		A	105,000	⁽⁵⁾	⁽⁶⁾	Common Stock	105,000
Common Stock	\$ 2.59	02/27/2019		M	18,333	⁽⁷⁾	12/01/2027	Common Stock	18,333
Common Stock	\$ 9	02/27/2019		M	1,667	⁽⁸⁾	05/17/2027	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sheridan John F
C/O TANDEM DIABETES CARE, INC.,
11075 ROSELLE STREET
SAN DIEGO, CA 92121

EVP, CHIEF OPERATING OFFICER

Signatures

/s/David B. Berger, Attorney-in-Fact for John F. Sheridan

02/27/2019

**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) Represents shares of common stock received upon exercise of a stock option award.
 - (2) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$61.50 to \$62.50.
 - (3) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$62.51 to \$62.62.

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- (4) Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan. The grant is contingent upon future stockholder approval of an increase in the number of shares reserved for issuance under the 2013 Stock Incentive Plan.
- (5) The option shall vest as to twenty-five percent (25%) of the underlying shares on 2/25/2020, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter
- (6) The expiration date for these options is ten (10) years from the date of grant.
- (7) Fifty percent (50%) of the underlying shares subject to the option vested on 12/1/2018, and the remaining shares shall vest in twelve (12) equal monthly installments thereafter
- (8) Twenty five percent (25%) of the underlying shares subject to the option vested on 05/17/2018, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter

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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