

TANDEM DIABETES CARE INC  
 Form 4  
 November 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 SCHOEMAKER KATHLEEN K

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)  
 11/19/2013

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

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(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

PRINCETON, NJ 08542

(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	(A) or (D)	Price			
Common Stock	11/19/2013		C		3,189,058	A	11	3,189,058	I	By Domain Partners VII, L.P.
Common Stock	11/19/2013		C		54,390	A	11	54,390	I	By DP VII Associates, L.P.

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474 (9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series B Preferred Stock	<u>(1)</u>	11/19/2013		C		356,111		<u>(1)</u>	<u>(1)</u>	Common Stock	356,111
Series C Preferred Stock	<u>(1)</u>	11/19/2013		C		549,833		<u>(1)</u>	<u>(1)</u>	Common Stock	549,833
Series D Preferred Stock	<u>(1)</u>	11/19/2013		C		2,283,114		<u>(1)</u>	<u>(1)</u>	Common Stock	2,283,114
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		J <sup>(2)</sup>		590,403		<u>(3)</u>	<u>(3)</u>	Series D Preferred Stock	590,403
Warrant to Purchase Common Stock	\$ 7.37	11/19/2013		J <sup>(2)</sup>		352,351		<u>(4)</u>	<u>(4)</u>	Common Stock	352,351
Series B Preferred Stock	<u>(1)</u>	11/19/2013		C		6,071		<u>(1)</u>	<u>(1)</u>	Common Stock	6,071
Series C Preferred Stock	<u>(1)</u>	11/19/2013		C		9,378		<u>(1)</u>	<u>(1)</u>	Common Stock	9,378
Series D Preferred Stock	<u>(1)</u>	11/19/2013		C		38,941		<u>(1)</u>	<u>(1)</u>	Common Stock	38,941
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		J <sup>(2)</sup>		10,068		<u>(5)</u>	<u>(5)</u>	Series D Preferred Stock	10,068

