

ROEDER DOUGLAS A  
Form 4  
February 13, 2018

**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 \*  
ROEDER DOUGLAS A

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)

C/O DELPHI VENTURES,, 160  
BOVET ROAD, SUITE 408

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2018

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

(Street)

SAN MATEO, CA 94402

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (D) Price   |   |  |   |
| Common Stock                    | 02/09/2018                           |  | P                              | 990,330 A \$ 2  | 1,353,586 <sup>(1)</sup>  | I  | See Footnotes <sup>(2)</sup>                          |
| Common Stock                    | 02/09/2018                           |  | P                              | 9,670 A \$ 2  | 13,217 <sup>(1)</sup>   | I  | See Footnotes <sup>(3)</sup>                          |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROEDER DOUGLAS A<br>C/O DELPHI VENTURES,<br>160 BOVET ROAD, SUITE 408<br>SAN MATEO, CA 94402 |               | X         |         |       |

## Signatures

/s/ David B. Berger, Attorney-in-Fact for Douglas A. Roeder 02/13/2018

\_\_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) The amount of securities beneficially owned following the reported transactions reflects the 10 for 1 reverse stock split of the Issuer's issued and outstanding common stock which was effective on October 9, 2017.  
The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi Ventures VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities held by
- (2) Delphi Ventures VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi Ventures VIII, L.P., except to the extent of his proportionate pecuniary interest therein.  
The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of Delphi BioInvestments VIII, L.P. As a managing member of DMP, the Reporting Person shares voting and investment power over the securities
- (3) held by Delphi BioInvestments VIII, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Delphi BioInvestments VIII, L.P., except to the extent of his proportionate pecuniary interest therein.

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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