

TANDEM DIABETES CARE INC

Form 4

November 19, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMAIN PARTERS VII L P

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 DOMAIN ASSOCIATES,
LLC, ONE PALMER SQUARE

(Street)

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

11/19/2013

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

PRINCETON, NJ 08542

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	(A) or (D)	Price
Common Stock	11/19/2013		C		3,189,058	A	<u>11</u> 3,189,058

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
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SEC 1474
(9-02)

**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)	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 Underlying Security (Instr. 3 and 4)	8. Amount of Securities Underlying Security (Instr. 3 and 4)
Series B Preferred Stock	<u>(1)</u>	11/19/2013		C	356,111	<u>(1)</u>	Common Stock	356,111
Series C Preferred Stock	<u>(1)</u>	11/19/2013		C	549,833	<u>(1)</u>	Common Stock	549,833
Series D Preferred Stock	<u>(1)</u>	11/19/2013		C	2,283,114	<u>(1)</u>	Common Stock	2,283,114
Warrant to Purchase Series D Preferred Stock	\$ 4.4	11/19/2013		J <u>(2)</u>	590,403	<u>(3)</u>	Series D Preferred Stock	590,403
Warrant to Purchase Common Stock	\$ 7.37	11/19/2013		J <u>(2)</u>	352,351	<u>(4)</u>	Common Stock	352,351

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOMAIN PARTERS VII L P C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	X

Signatures

/s/Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of Domain Partners VII, L.P. 11/19/2013

____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).

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- All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock had no expiration date. The Common Stock equivalents of the preferred stock reflect the 1 for 1.6756 reverse split of the Common Stock effected in November 2013.
- (1)

- Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock automatically converted into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants were convertible into, subject to the reverse split described in footnote (1), and the exercise price accordingly adjusted to \$7.37 per share.
- (2)

- The Warrant to purchase Series D Preferred Stock was immediately exercisable and expired as follows: 362,965 shares on 8/17/21; 90,741 shares on 5/25/22; and 136,697 shares on 7/17/22.
- (3)

- The Warrant to purchase Common Stock is immediately exercisable and expires as follows: 216,617 shares on 8/17/21; 54,154 shares on 5/25/22; and 81,580 shares on 7/17/22.
- (4)

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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