

TANDEM DIABETES CARE INC
 Form 4
 August 07, 2015

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/05/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & CHIEF OPERATING OFFICER

C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET

(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

SAN DIEGO, CA 92121

(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	(A) or (D)	Price
Common Stock	08/05/2015		M		17,500	A	\$ 1.1059 21,584
Common Stock	08/05/2015		S		17,500	D	\$ 12.6965 4,084 (1)
Common Stock	08/06/2015		M		17,500	A	\$ 1.1059 21,584
Common Stock	08/06/2015		S		17,500	D	\$ 12.1942 4,084 (2)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options	\$ 1.1059	08/05/2015		M	17,500	02/25/2014 ⁽³⁾ 04/23/2023	Common Stock	17,500
Stock Options	\$ 1.1059	08/06/2015		M	17,500	02/25/2014 ⁽³⁾ 04/23/2023	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheridan John F C/O TANDEM DIABETES CARE, INC., 11045 ROSELLE STREET SAN DIEGO, CA 92121			EVP & CHIEF OPERATING OFFICER	

Signatures

/s/ David B. Berger, Attorney-in-Fact for John F. Sheridan
08/07/2015

__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 price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.50 to \$13.05.
- (1) The reporting person undertakes to provide the SEC, the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.08 to \$12.50.
- (2) The reporting person undertakes to provide the SEC, the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

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(3) The option became 25% exercisable on 2/25/2014 and in 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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