

TANDEM DIABETES CARE INC
 Form 3
 November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â CAHILL EDWARD L (Last) (First) (Middle) C/O HLM VENTURE PARTNERS,,Â 222 BERKELEY STREET (Street) BOSTON,Â MAÂ 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2013	3. Issuer Name and Ticker or Trading Symbol TANDEM DIABETES CARE INC [TNDM]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

				Shares		or Indirect (1) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (2)	Common Stock	223,684	\$ 0	I	Directly owned by HLM Venture Partners II, L.P. (3)
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	1,230,374	\$ 0	I	Directly owned by HLM Venture Partners II, L.P. (3)
Preferred Stock Warrant	Â (4)	08/17/2021	Series D Preferred Stock (5)	87,662 (5)	\$ 4.4 (5)	I	Directly owned by HLM Venture Partners II, L.P. (3)
Preferred Stock Warrant	Â (4)	05/25/2022	Series D Preferred Stock (6)	21,915 (6)	\$ 4.4 (6)	I	Directly owned by HLM Venture Partners II, L.P. (3)
Preferred Stock Warrant	Â (4)	07/17/2022	Series D Preferred Stock (7)	33,014 (7)	\$ 4.4 (7)	I	Directly owned by HLM Venture Partners II, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116	Â X	Â X	Â	Â

Signatures

/s/ David B. Berger, Attorney-in-Fact for Edward L.
Cahill

11/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 securities are immediately convertible.
- (2) The expiration date is not relevant to the conversion of these securities.
- (3) The Reporting Person is a managing member of HLM Venture Associates II, L.L.C. ("Associates"), the general partner of HLM Venture Partners II, L.P. ("Partners"). As a managing member of Associates, the Reporting Person shares voting and investment power over the securities held by Partners and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims

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beneficial ownership of such securities held by Partners, except to the extent of his proportionate pecuniary interest therein.

- (4) The warrants are immediately exercisable.
- (5) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 52,316 shares of the Issuer's common stock at an exercise price of \$4.40 per share.
- (6) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 13,078 shares of the Issuer's common stock at an exercise price of \$4.40 per share.
- (7) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 19,702 shares of the Issuer's common stock at an exercise price of \$4.40 per share.

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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