

TANDEM DIABETES CARE INC
 Form 3
 November 13, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 ROEDER DOUGLAS A (Last) (First) (Middle) C/O DELPHI VENTURES,,Â 3000 SAND HILL RD., BLDG. 1, STE. 135 (Street) MENLO PARK,Â CAÂ 94025 (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 |
|--|--|--|--|--|---|

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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

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

Edgar Filing: TANDEM DIABETES CARE INC - Form 3

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|-------|-------|--------------|-----------|------|----------------------------------|--|
| Series C Preferred Stock | Â (1) | Â (2) | Common Stock | 664,565 | \$ 0 | I | Directly owned by Delphi Ventures VIII, L.P. (3) |
| Series C Preferred Stock | Â (1) | Â (2) | Common Stock | 6,488 | \$ 0 | I | Directly owned by Delphi BioInvestments VIII, L.P. (3) |
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 2,967,987 | \$ 0 | I | Directly owned by Delphi Ventures VIII, L.P. (3) |
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 28,979 | \$ 0 | I | Directly owned by Delphi BioInvestments VIII, L.P. (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROEDER DOUGLAS A C/O DELPHI VENTURES, 3000 SAND HILL RD., BLDG. 1, STE. 135 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |

Signatures

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

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.

The Reporting Person is a managing member of Delphi Management Partners VIII, L.L.C. ("DMP"), the general partner of each of Delphi Ventures VIII, L.P. and Delphi BioInvestments VIII, L.P. (collectively, the "Delphi Funds"). As a managing member of DMP, the

- (3) Reporting Person shares voting and investment power over the securities held by the Delphi Funds and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by the Delphi Funds, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.