

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 SCHOEMAKER
 KATHLEEN K

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,
 LLC,Â ONE PALMER
 SQUARE

(Street)

PRINCETON,Â NJÂ 08542

(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)

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

5. 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 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)

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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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	356,111	\$ (1)	I	By Domain Partners VII, L.P. (4)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	549,833	\$ (1)	I	By Domain Partners VII, L.P. (4)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	2,283,114	\$ (1)	I	By Domain Partners VII, L.P. (4)
Warrant to Purchase Series D Preferred Stock	Â (2)	Â (2)	Series D Preferred Stock (3)	590,403 (3)	\$ 4.4 (3)	I	By Domain Partners VII, L.P. (4)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	6,071	\$ (1)	I	By DP VII Associates, L.P. (4)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	9,378	\$ (1)	I	By DP VII Associates, L.P. (4)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	38,941	\$ (1)	I	By DP VII Associates, L.P. (4)
Warrant to Purchase Series D Preferred Stock	Â (5)	Â (5)	Series D Preferred Stock (3)	10,068 (3)	\$ 4.4 (3)	I	By DP VII Associates, L.P. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	Â	Â X	Â	Â

Signatures

/s/ Kathleen K. Schoemaker 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)

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All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock has 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.

- (2) The Warrant is immediately exercisable and expires 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) Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock will automatically convert into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants will convert into, subject to the reverse split described in footnote (1), and the exercise price will accordingly adjust to \$7.37 per share.

- The Reporting Person is a Managing Member of One Palmer Square Associates VII, LLC, which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Person has elected to report as
- (4) indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

- (5) The Warrant is immediately exercisable and expires as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

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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