

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DP VII ASSOCIATES LP | | (Month/Day/Year) | TANDEM DIABETES CARE INC [TNDM] | |
| (Last) | (First) | (Middle) | 11/13/2013 | |
| C/O DOMAIN ASSOCIATES, LLC, Â ONE PALMER SQUARE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| PRINCETON, Â NJ Â 08542 | | ___ Director | | ___X___ 10% Owner |
| (City) | (State) | (Zip) | ___ Officer | |
| | | ___ Other | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | ___ Other | | ___X___ Form filed by One Reporting Person |
| | | ___ Other | | ___ 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 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 | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|-------|-------|------------------------------|------------|------------|----------------------------------|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 6,071 | \$ (1) | D | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 9,378 | \$ (1) | D | Â |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 38,941 | \$ (1) | D | Â |
| Warrant to Purchase Series D Preferred Stock | Â (2) | Â (2) | Series D Preferred Stock (3) | 10,068 (3) | \$ 4.4 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DP VII ASSOCIATES LP C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |

Signatures

/s/ Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of DP VII Associates, L.P.

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) 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: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 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.

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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