

Sheridan John F  
Form 4  
February 27, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
02/25/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CHIEF OPERATING OFFICER

C/O TANDEM DIABETES CARE, INC., 11075 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/27/2019                           |  | M                              |   | 18,333<br>(1)   | A  | \$ 2.59 18,999 D                  |
| Common Stock                    | 02/27/2019                           |  | M                              |   | 1,667<br>(1)  | A  | \$ 9 20,666 D                     |
| Common Stock                    | 02/27/2019                           |  | S                              |   | 16,200  | D  | \$ 61.91 4,466 D<br>(2)           |
| Common Stock                    | 02/27/2019                           |  | S                              |   | 3,800   | D  | \$ 62.53 666 D<br>(3)             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(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 Security (Instr. 3 and 4) | 8. Amount of Shares (Instr. 3 and 4) |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|---------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                | Amount  |
| Common Stock <sup>(4)</sup>                | \$ 48.36   | 02/25/2019                           |  | A                              | 105,000   | <sup>(5)</sup>   | <sup>(6)</sup>  | Common Stock                         | 105,000 |
| Common Stock                               | \$ 2.59  | 02/27/2019                           |  | M                              | 18,333  | <sup>(7)</sup>   | 12/01/2027  | Common Stock                         | 18,333  |
| Common Stock                               | \$ 9   | 02/27/2019                           |  | M                              | 1,667   | <sup>(8)</sup>   | 05/17/2027  | Common Stock                         | 1,667   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |  |                              |
|---|---------------|-----------|---------|--|------------------------------|
|   | Director      | 10% Owner | Officer |  | Other                        |
| Sheridan John F<br>C/O TANDEM DIABETES CARE, INC.,<br>11075 ROSELLE STREET<br>SAN DIEGO, CA 92121 |               |           |         |  | EVP, CHIEF OPERATING OFFICER |

## Signatures

|  |            |
|--|------------|
| /s/David B. Berger, Attorney-in-Fact for John F.<br>Sheridan | 02/27/2019 |
| <u>        </u> **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).
- (1) Represents shares of common stock received upon exercise of a stock option award.
- (2) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$61.50 to \$62.50.
- (3) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$62.51 to \$62.62.

## Edgar Filing: Sheridan John F - Form 4

- (4) Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan. The grant is contingent upon future stockholder approval of an increase in the number of shares reserved for issuance under the 2013 Stock Incentive Plan.
- (5) The option shall vest as to twenty-five percent (25%) of the underlying shares on 2/25/2020, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter
- (6) The expiration date for these options is ten (10) years from the date of grant.
- (7) Fifty percent (50%) of the underlying shares subject to the option vested on 12/1/2018, and the remaining shares shall vest in twelve (12) equal monthly installments thereafter
- (8) Twenty five percent (25%) of the underlying shares subject to the option vested on 05/17/2018, and the remaining shares shall vest in thirty-six (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.

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.