Synvista Therapeutics, Inc.
Form 10-Q
November 14, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-16043

SYNVISTA THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**13-3304550**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

221 West Grand Avenue, Suite 200, Montvale, New Jersey 07645
(Address of principal executive offices)
(Zip Code)

(201) 934-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

On November 1, 2008, 2,586,326 shares of the registrant's Common Stock were outstanding.

Page 1 of 28 pages
The Exhibit Index is on page 28

SYNVISTA THERAPEUTICS, INC.

INDEX

Forward-Looking Statements and Cautionary Statements

Statements in this Form 10-Q that are not statements or descriptions of historical facts are "forward-looking" statements under Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and are subject to numerous risks and uncertainties. These forward-looking statements and other forward-looking statements made by us or our representatives are based on a number of assumptions. The words "believe," "expect," "anticipate," "intend," "estimate" or other expressions, which are predictions of or indicate future events and trends and which do not relate to historical matters, identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, as they involve risks and uncertainties, and actual results could differ materially from those currently anticipated due to a number of factors, including those set forth in this section and elsewhere in this Form 10-Q.

The forward-looking statements represent our judgments and expectations as of the date of this Report. We assume no obligation to update any such forward-looking statements.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission (the “Form 10-K”). The December 31, 2007 balance sheet is derived from the audited balance sheet included in the Form 10-K.

Our condensed consolidated financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have not made any adjustments to the condensed consolidated financial statements as a result of the outcome of the uncertainty described above. Accordingly, the value of the Company in liquidation may be different from the amounts set forth in our condensed consolidated financial statements.

Our ability to continue operations will depend on our ability to continue to raise capital immediately in order to fund the operation of our business and the development and commercialization of our products. Failure to raise additional capital may result in substantial adverse circumstances, including delisting of our common stock from the American Stock Exchange, which could substantially decrease the liquidity and value of such shares, or ultimately result in our liquidation.

Note regarding Rights of Holders of Series B Preferred Stock

The holders of our Series B preferred stock are entitled to a number of rights and preferences which holders of shares of our outstanding common stock do not and will not have. Among these rights and preferences is a preferential payment in the event of a liquidation of the Company, which means that holders of the Series B preferred stock would be entitled to receive the proceeds out of any sale or liquidation of the Company before any such proceeds are paid to holders of our common stock. In general, if the proceeds received upon any sale or liquidation do not exceed the total liquidation proceeds payable to the holders of the Series B preferred stock, holders of common stock would receive no value for their shares upon such a sale or liquidation. Given these rights of the Preferred Stock, we cannot assure you

that the proceeds from any sale or liquidation would be sufficient to provide for any value whatsoever to be paid to our common stockholders.

In addition, shares of the Series B preferred stock accrue dividends at a rate of 8% per year for a period of five years from the date on which the shares of Series B preferred stock were issued. As of September 30, 2008, the amount of the accrued dividend on our outstanding shares of Series B preferred stock was $2,375,000. If the holders of Series B preferred stock were to elect to require the payment of these accrued dividends in cash, this would severely reduce the Company's liquidity, and could force the Company to promptly cease its operations or to curtail them drastically in order to make the required payments. We cannot assure you as to when, if ever, the holders of Preferred Stock will demand the payment of these dividends in cash, nor can we assure you that we will have adequate cash to make such payments if and when the demand is made.

Holders of the Series B Preferred Stock also have significant rights with respect to specific actions that we may wish to take from time to time. At any time when any shares of Series B Preferred Stock remain outstanding, we may not, without the consent of the holders of a majority of the shares held by holders of at least $4,000,000 (measured as of the original issue date) worth of Series B preferred stock take the following actions, among others:

- incur debt in excess of $2,000,000;
- authorize the sale of securities at a price per share less than the price per share that the Series B preferred stock was sold under the Series B Purchase Agreement;
- create any new classes or series of stock with rights senior to the common stock;
- amend any provision of our Certificate of Incorporation or Bylaws that changes the rights of the Series B preferred stock;
- pay or declare any dividend on any capital stock of the Company other than the Series B preferred stock;
- purchase or redeem any securities;
- liquidate, dissolve or wind-up;
- merge with another entity;
- sell or dispose of any of our assets, including the sale or license of intellectual property;
- amend any portion of our Certificate of Incorporation or Bylaws;
- intentionally take any action that may result in our stock no longer being approved for quotation on the AMEX or NASDAQ, or that would cause our common stock to no longer be registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended; or
- amend any material agreement that has been filed with the Securities and Exchange Commission.

As a result, we will not be able to take any of these actions without first seeking and obtaining the approval of the holders of the Series B Preferred Stock. We may not be able to obtain such approval in a timely manner or at all, even if we think that taking the action for which we seek approval is in the best interests of the Company. Our failure to obtain approval for such actions could result in a material adverse effect on our business and results of operations.

PART I - FINANCIAL INFORMATION

ITEM l. Condensed Consolidated Financial Statements (Unaudited).

SYNVISTA THERAPEUTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2008	December 31, 2007 (Note 1)
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 7,957,321	$ 15,646,225
Other current assets	438,883	234,338
Total current assets	8,396,204	15,880,563
Property and equipment, net	25,132	17,096
Other assets	325,520	807,646
Total assets	$ 8,746,856	$ 16,705,305
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 761,052	$ 1,503,355
Accrued expenses	1,033,265	458,731
Preferred stock dividends payable	2,375,000	875,000
Total current liabilities	4,169,317	2,837,086
Stockholders' Equity:		
Preferred stock, $.01 par value; 15,000,000 shares authorized, 400,000 shares designated as Series A, none issued and outstanding, 12,500,000 shares designated as Series B convertible preferred stock, 10,000,000 shares issued and outstanding (aggregate liquidation preference of $25,000,000) at September 30, 2008 and December 31, 2007	100,000	100,000
Common stock, $.01 par value; 150,000,000 shares authorized at September 30, 2008 and 300,000,000 shares authorized at December 31, 2007; 2,586,326 shares issued and outstanding at September 30, 2008 and 2,586,377 issued and outstanding at December 31, 2007	25,863	25,864
Additional paid-in capital	282,551,470	276,834,875
Accumulated deficit	(278,099,794)	(263,092,520)
Total stockholders' equity	4,577,539	13,868,219

Total liabilities and stockholders' equity	$	8,746,856	$	16,705,305

The accompanying notes are an integral part of these unaudited financial statements.

SYNVISTA THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
License and other revenue	$ 772	$ 1,066	$ 54,729	$ 51,066
Operating expenses:				
Research and development	1,717,984	2,264,503	5,107,974	4,665,580
General and administrative	990,082	894,469	2,847,444	2,534,847
Selling and marketing	220,995	-	362,853	-
Total operating expenses	2,929,061	3,158,972	8,318,271	7,200,427
Loss from operations	(2,928,289)	(3,157,906)	(8,263,542)	(7,149,361)
Investment income	52,969	194,692	262,734	257,738
Interest expense	(2,224)	(1,402,515)	(5,232)	(6,637,831)
Other income/(expense)	5,000	-	(395,000)	-
Net loss	(2,872,544)	(4,365,729)	(8,401,040)	(13,529,454)
Preferred stock dividends - Series B	500,000	375,000	1,500,000	375,000
Deemed dividends to Series B preferred stockholders on beneficial conversion feature	1,702,078	1,244,993	5,106,234	1,244,993
Net loss applicable to common shares	$ (5,074,622)	$ (5,985,722)	$ (15,007,274)	$ (15,149,447)
Net loss per common share:				
Basic and diluted	$ (1.96)	$ (2.31)	$ (5.80)	$ (5.86)
Weighted average common shares outstanding:				
Basic and diluted	2,586,326	2,586,377	2,586,326	2,586,377

The accompanying notes are an integral part of these unaudited financial statements.

SYNVISTA THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

Nine months ended September 30, 2008

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Balances, December 31, 2007	10,000,000	$ 100,000	2,586,377	$ 25,864	$ 276,834,875	$ (263,092,520)	$ 13,868,219
Net loss	—	—	—	—		(8,401,040)	(8,401,040)
Fractional shares	—	—	(51)	(1)	1	—	—
Deemed dividends to Series B preferred stockholders on beneficial conversion feature	—	—	—	—	5,106,234	(5,106,234)	—
Series B preferred stock dividend payable	—	—	—	—		(1,500,000)	(1,500,000)
Stock-based compensation	—	—	—	—	594,002	—	594,002
Options issued for consulting services	—	—	—	—	4,014	—	4,014
Compensation costs related to restricted stock	—	—	—	—	12,344	—	12,344
Balances, September 30, 2008	10,000,000	$ 100,000	2,586,326	$ 25,863	$ 282,551,470	$ (278,099,794)	$ 4,577,539

The accompanying notes are an integral part of these unaudited financial statements.

SYNVISTA THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
	2008	**2007**
Cash flows from operating activities:		
Net loss	$ (8,401,040)	$ $(13,529,454)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation	594,002	169,180
Options issued for consulting services	4,014	2,732
Compensation costs related to restricted stock	12,344	58,741
Non-cash interest expense	—	164,384
Amortization of debt discount	—	6,000,000
Amortization of deferred financing costs	—	466,413
Depreciation and amortization	9,758	7,567
Write-off of investment in Oxis stock	400,000	—
Changes in operating assets and liabilities:		
Other current assets	(204,545)	(36,386)
Other assets	82,126	66,867
Accounts payable and accrued expenses	(167,769)	331,391
Net cash used in operating activities	(7,671,110)	(6,298,565)
Cash flows from investing activities:		
Capital expenditures	(17,794)	(13,548)
Payments for securities purchased under the Oxis agreement	—	(400,000)
Net cash used in investing activities	(17,794)	(413,548)
Cash flows from financing activities:		
Proceeds from debt financing	—	6,000,000
Proceeds from issuance of preferred stock	—	18,835,616
Payments for private placement costs	—	(1,837,954)
Payments for debt financing costs	—	(466,413)
Net cash provided by financing activities	—	22,531,249
Net increase/(decrease) in cash and cash equivalents	(7,688,904)	15,819,136
Cash and cash equivalents, beginning of period	15,646,225	1,478,780
Cash and cash equivalents, end of period	$ 7,957,321	$ 17,297,916
Supplemental disclosures of non-cash investing and financing activities:		
Deemed dividends to Series B preferred stockholders on beneficial conversion	$ 5,106,234	$ 1,244,993
Series B stock dividends payable	$ 1,500,000	$ 375,000
Warrants issued and embedded conversion feature associated with debt financing	$ —	$ 6,000,000
Beneficial conversion feature on convertible Series B preferred stock	$ —	$ 13,616,625
Preferred stock issued pursuant to conversion of debt and accrued interest	$ —	$ 6,164,384
Fair value of warrants issued to placement agents for private placement allocable to private placement	$ —	$ 1,619,256

The accompanying notes are an integral part of these unaudited financial statements.

8

SYNVISTA THERAPEUTICS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission (the “Form 10-K”). The December 31, 2007 balance sheet is derived from the audited balance sheet included in the Form 10-K.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Synvista Therapeutics, Inc. and its wholly owned subsidiary, HaptoGuard, Inc. All inter-company accounts and transactions have been eliminated in consolidation.

Note 2 - Liquidity

The Company has devoted substantially all of its resources to research, drug discovery and development programs. To date, it has not generated any revenues from the sale of products and does not expect to generate any such revenues for a number of years, if at all. As a result, the Company has incurred net losses since inception, has an accumulated deficit of $278,099,794 as of September 30, 2008, and expects to incur net losses, potentially greater than losses in prior years, for a number of years, assuming the Company is able to continue as a going concern, of which there can be no assurance.

The Company has financed its operations through proceeds from the sale of common and preferred equity securities, debt securities, revenue from former collaborative relationships, reimbursement of certain of its research and development expenses by collaborative partners, investment income earned on cash and cash equivalent balances and short-term investments and the sale of a portion of the Company’s New Jersey state net operating loss carryforwards and research and development tax credit carryforwards.

As of September 30, 2008, the Company had working capital of $4,226,887, including $7,957,321 of cash and cash equivalents. The Company’s net cash used in operating activities for the nine months ended September 30, 2008 was $7,671,110 and for the year ended December 31, 2007 was $7,946,700.

In August 2007, we entered into a share purchase agreement for the purchase of $500,000 of newly issued shares of Oxis International Limited (“Oxis”) common stock at a premium over the then current market price. It is our understanding that Oxis held some value as of June 30, 2008, but it is our position that we will not recoup our investment in Oxis. On June 19, 2008, Oxis received a Notice of Disposition of Collateral from certain debenture holders. Our investment in Oxis of $400,000 was written off as of June 30, 2008. This security is restricted for sale until the early part of February 2009.

9

The Company expects to continue to utilize cash and cash equivalents to fund its operating activities, including continued development of SYI-2074, alagebrium and its diagnostic test kits. Based on the projected spending levels for the Company, it does not currently have adequate cash and cash equivalents to complete its clinical trials and/or the development of its diagnostic test kits and, therefore, urgently requires additional funding in order to continue operations. The Company is actively pursuing fund-raising possibilities through the sale of its equity securities. If the Company is unsuccessful in its efforts to raise additional funds through the sale of additional equity securities or if the level of cash and cash equivalents falls below anticipated levels, Synvista will not have the ability to continue as a going concern after the first quarter of 2009. If we are unsuccessful in our efforts to raise additional funds through the sale of additional equity securities, we will be required to significantly reduce or curtail our research and product development activities, to sell or out-license our assets and may be required to curtail our other operations significantly or cease operations altogether. We have the intent and ability to quickly and significantly reduce the cash expenditure rate, if necessary, as we have limited fixed commitments, which include executed, but cancelable, agreements with outside organizations.

At the request of the holders of its Series B preferred stock, the Company may be required to pay accrued dividends on its Series B preferred stock, totaling $2,375,000 as of September 30, 2008, in cash rather than in shares of its Series B preferred stock. If the holders of Series B preferred stock were to elect to require the payment of these accrued dividends in cash, this would severely reduce the Company's liquidity, and could force the Company to promptly cease its operations or to curtail them drastically in order to make the required payments. The Company believes that its ability to adjust spending levels quickly in a number of its programs will permit its continued operations into the first quarter of 2009, regardless of the form of dividend payment elected by the holders of its Series B preferred stock.

The Company will require substantial new funding in early 2009 in order to continue the development and commercialization of its product candidates and to continue its operations. The Company believes that satisfying these capital requirements over the long term will require successful commercialization of its product candidates and/or its diagnostic test kits. However, it is uncertain whether any of its products or diagnostic test kits will be approved or will be commercially successful. The amount and timing of the Company's future capital requirements will depend on numerous factors, including the progress of its research and development programs, the number and characteristics of product candidates that the Company pursues, the conduct of preclinical tests and clinical studies, the status and timelines of regulatory submissions, the costs associated with protecting patents and other proprietary rights, the ability to complete strategic collaborations and the availability of third-party funding, if any.

Selling securities to satisfy its capital requirements may have the effect of materially diluting the current holders of the Company's outstanding stock. The Company may also seek additional funding through corporate collaborations and other financing vehicles. There can be no assurances that such funding will be available at all or on terms acceptable to the Company. If funds are obtained through arrangements with collaborative partners or others, the Company may be required to relinquish rights to its technologies or product candidates and alter its plans for the development of its technologies or product candidates. If the Company is unable to obtain the necessary funding, it will likely be forced to cease operations.

Note 3 - Stock-Based Compensation

The Company has stockholder-approved stock incentive plans for employees, directors, officers and consultants.

The Company follows Statement of Financial Accounting Standards No. 123(R) ("SFAS 123(R)"), "Share-Based Payment," for employee options and uses the Black-Scholes option pricing model in valuing its options granted to employees and Directors.

The following table shows the weighted average assumptions the Company used to develop the fair value estimates for the determination of compensation charges relating to its option grants:

	Nine months ended September 30	
	2008	2007
Expected volatility	112%	148%
Dividend yield	—	—
Expected term (in years)	6.57	6.12
Risk-free interest rate	4.25%	4.88%

The weighted average grant date fair value of options granted during the first nine months of 2008 was $1.58 as determined by the Black-Scholes option valuation model using the assumptions listed in the chart above.

Options granted to consultants and other non-employees are accounted for in accordance with Emerging Issues Task Force No. 96-18 "Accounting for Equity Instruments That Are Issued to Other than Employees for Acquiring, or in Conjunction with Selling, Goods or Services." Accordingly, such options are recorded at fair value at the date of grant and subsequently adjusted to fair value at the end of each reporting period. For the nine-months ended September 30, 2008 and September 30, 2007, the Company recognized research and development consulting expenses of $4,014 and $2,732, respectively.

For the three and nine month periods ended September 30, 2008, the Company recognized share-based employee compensation cost of $177,037 and $594,002, respectively and for the three and nine month periods ended September 30, 2007, the Company recognized share-based employee compensation cost of approximately $84,618 and $169,180 respectively, in accordance with SFAS 123(R), "Share-Based Payment," which was recorded as general and administrative and research and development expense. This expense related to the granting of stock options to employees, directors and officers on or after January 1, 2006. None of this expense resulted from the grants of stock options prior to January 1, 2006. The Company recognized compensation expense related to these stock options, taking into consideration a forfeiture rate of approximately 1% based on historical experience, on a straight-line basis over the vesting period. The Company did not capitalize any share-based compensation cost.

As of September 30, 2008, the total compensation cost related to non-vested option awards not yet recognized is $1,195,898. The weighted-average period over which this cost is expected to be recognized is approximately 2.2 years.

A summary of the status of the Company's stock options outstanding as of September 30, 2008 and changes during the nine months then ended is presented below:

	Shares	Weighted average exercise price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2007	876,706	$ 16.00		
Granted	76,000	1.88		
Exercised	-			
Cancelled	(25,265)	108.20		
Outstanding at September 30, 2008	927,441	12.33	8.17	$ —
Options exercisable at September 30, 2008	334,091	29.30	6.55	$ —

Restricted Stock

The Company periodically grants awards of restricted stock to its Board of Directors as compensation for service on the Board of Directors. The awards vest during various periods ranging from one to three years. There were no shares of restricted stock granted during the nine month period ended September 30, 2008, and 2,148 shares vested during the period. The total fair value of shares vested during the period was $16,110.

There were 19,200 shares of restricted stock granted during the year ended December 31, 2006, of which 6,400 were forfeited and 8,520 vested in prior periods. Of the 10,668 total shares of restricted stock that vested, the vesting of 4,280 shares had been accelerated by the Board of Directors. The total fair value of all shares vested is $80,010.

The Company recognized compensation cost of $7,008 and $12,344 for the three and nine months ended September 30, 2008, respectively, which was recorded as general and administrative expense in the condensed consolidated statement of operations.

A summary of the status of the Company's non-vested shares as of September 30, 2008 and changes during the nine months ended September 30, 2008, is presented below:

Nonvested Shares	Shares	Weighted average grant date fair value
Nonvested at January 1, 2008	4,280	$ 7.50
Granted	—	—
Vested	2,148	7.50
Forfeited	—	—
Nonvested at September 30, 2008	2,132	7.50

As of September 30, 2008, there was $4,279 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. That cost is expected to be recognized over a weighted-average period of 0.80 years.

Note 4 - Net Loss Per Share Applicable to Common Stockholders

Basic net loss per share is computed by dividing net loss applicable to common stockholders by the weighted average number of shares outstanding during the period. Diluted net loss per share is the same as basic net loss per share applicable to common stockholders, since the assumed exercise of stock options and warrants and the conversion of preferred stock would be antidilutive. The amount of potentially dilutive shares excluded from the calculation as of September 30, 2008 and 2007, was 14,412,421 and 13,770,766 shares, respectively.

	September 30, 2008	2007
Preferred Stock	10,000,000	10,000,000
Restricted Stock	12,800	12,800
Warrants	3,530,716	3,551,640
Options	868,905	206,326
Potentially dilutive shares excluded from calculation	14,412,421	13,770,766

Note 5 - Collaborative Research and Development Agreement

On January 20, 2008, the Company entered into a License Agreement (the "Agreement") with Novel Therapeutic Technology Inc. ("NTT"). The Agreement states that NTT will develop a formulation of the Company's product candidate SYI-2074. The Agreement also states that NTT will grant the Company an exclusive worldwide license to the product formulation developed as well as to the intellectual property rights resulting under the Agreement. An insignificant upfront payment was made in January 2008. The Company will also make specified payments to NTT upon the occurrence of certain milestone events in the clinical development of the product formulated under the Agreement. In addition, the Company would also have to pay NTT royalties on any sales of the developed product and a separate fee if any of the rights granted under the Agreement are sublicensed by the Company.

The license granted under the Agreement will be terminated upon the earlier to occur of (i) the date the Company notifies NTT that it does not intend to proceed further with development of formulation of SYI-2074 subject to the Agreement, (ii) the date the Company notifies NTT that it does not intend to continue to commercialize the products developed pursuant to the Agreement, and (iii) the later of (a) the expiration of the last valid patent covering the formulation of the Company's intellectual property pursuant to the Agreement, which, absent the Agreement, would infringe an existing patent, or (b) 15 years from the date of the first commercial sale of a product pursuant to the Agreement.

Note 6 - Series B Preferred Stock and Warrant Purchase Agreement

On July 20, 2007, at the Company's annual meeting of stockholders, the stockholders of the Company approved the issuance of securities pursuant to the Series B Preferred Stock and Warrant Purchase Agreement dated as of January 11, 2007, as amended. At the closing of the financing on July 25, 2007, the Company issued 10,000,000 shares of its Series B Preferred Stock and warrants to purchase 2,500,000 shares of Series B Preferred Stock to the investors. The Series B Preferred Stock accrues dividends at a rate of 8% per year on the original issue price of $2.50 per share for a period of five years from the date on which the shares of Series B Preferred Stock were issued. As of November 1, 2008, the holders of the Series B Preferred Stock have not designated their dividends as payable either in cash or preferred stock.

ITEM 2. Management's Discussion and Analysis of Financial Condition

Overview

We are a product-based biotechnology company developing diagnostic and therapeutic products to deliver personalized medicine. Our primary therapeutic interest is the cardiovascular complications of diabetes. Our diagnostic products under development are being designed to identify patients at risk for cardiovascular complications of diabetes such as stroke, heart attack and death, and may be used to guide medical therapy.

We are primarily focused on fund-raising activities and exploring strategic relationships to support our development programs. If we are unsuccessful in our efforts to raise additional funds through the sale of additional equity securities or the out-license of our technology, or if the level of cash and cash equivalents falls below anticipated levels, we may be required to significantly curtail the research, product development, preclinical testing and clinical trials of our product candidates or cease our operations altogether.

We are developing a diagnostic test to identify the subset of patients with diabetes who are at increased risk for cardiovascular disease. The technology underlying this test relates to a serum protein called haptoglobin, or Hp. A common variant of this protein, known as Hp2-2, which is found in 40% of the population, is associated with increased cardiovascular risk in diabetic patients. We own intellectual property relating to typing haptoglobin, which is a protein found in the blood. This diagnostic test may be useful in determining a patient's risk for adverse cardiovascular events. It may also be useful to identify a subset of diabetic patients in whom daily use of vitamin E could potentially reduce the rate of heart attack. We are evaluating arrangements that would allow our technology or intellectual property to be used by commercial enterprises for the aforementioned purposes and would be further developed and validated by a clinical laboratory that is certified under the Clinical Laboratory Improvement Amendments, or CLIA, and offered as a testing service. Further, we are developing a kit for use in determining cardiovascular disease risk in diabetic patients that will be submitted to the U.S. Food and Drug Administration for premarket clearance under the 510(k) pathway. Any successful commercialization of such a kit, if cleared, could generate revenues for us in future years and could help focus the development of one of our therapeutic product programs, known as glutathione peroxidase mimetics, described below.

We also own intellectual property relating to CML testing. CML, or carboxy-methyl-lysine, is a marker of cardiovascular aging that can predict adverse health outcomes in the general population and a subpopulation with heart failure in particular. A "Research Use Only" kit for quantifying CML levels was developed by MicroCoat GmbH of Bernried, Germany, using our proprietary reagents, and has been sold in the research community in recent years. Given the correlation of CML levels and cardiovascular outcomes that has been appearing in the scientific literature, the Company believes that a CML test may strategically complement the haptoglobin test in the clinical diagnostic setting.

Research and discovery relating to haptoglobin testing has revealed that some patients, identified using the haptoglobin test, exhibit dysfunction in their HDL, or high density lipoprotein. This HDL dysfunction may explain the increased atherosclerosis and adverse cardiovascular outcomes observed in this patient population. We have developed a family of new chemical entities that work by virtue of their ability to reduce oxidized lipids. Some of these compounds have been shown to reverse the HDL dysfunction seen in some diabetic patients. We are evaluating these personalized medicines in animal models designed to better characterize HDL function.

As previously reported, one of our GPx mimetics, SYI-2074, which was under development for the treatment of diabetic patients with Haptoglobin subtype 2-2, did not demonstrate a dose-related improvement in all oxidized lipids and all markers of oxidative stress after treatment with SYI-2074 for one month in Trial 201. In addition, in Trial 203, SYI-2074 did not provide evidence of protection against cardiac injury in diabetic patients who were undergoing angioplasty. The Company has therefore decided not to advance the development of SYI-2074 as a treatment for acute

coronary syndrome, while it continues to review and analyze the results of these studies.

SYI-2074 has been formulated into an ointment that may permit topical application and the treatment of mild-moderate plaque psoriasis.

We are developing a compound relevant to the CML marker described above. Alagebrium chloride, or alagebrium (formerly ALT-711), is an Advanced Glycation End-product Crosslink Breaker being developed for diastolic heart failure and diabetic nephropathy. Alagebrium has demonstrated potential efficacy in two clinical trials in heart failure, as well as in animal models of heart failure, nephropathy, hypertension and erectile dysfunction. These diseases represent rapidly growing markets of unmet medical needs, particularly common among diabetic patients. The compound has been tested in approximately 1,000 patients, which represents a sizeable human safety database, in a number of Phase 2 clinical studies.

During the second quarter of 2008, we announced that we had dosed the first patient in a 160-patient Phase 2 study of alagebrium in patients with diastolic heart failure. BREAK (Beginning a Randomized Evaluation of the **A.**G.E. (Advanced Glycation End Product) Brea**k**er Alagebrium in Diastolic Heart Failure) is a randomized, double-blind, placebo controlled study to assess the effect of six months of oral treatment with 400mg (200mg twice daily) alagebrium versus placebo in patients diagnosed with diastolic heart failure as verified by echocardiography. The trial is ultimately expected to enroll 80 patients per cohort and be conducted in as many as 25 centers in the United States. It had completed more than 50% enrollment at the end of the third quarter of 2008. Investigators intend that at least half of the study subjects will have diabetes mellitus. The primary efficacy measure of the study is improvement of exercise tolerance as assessed by the six-minute walk test, an accepted regulatory endpoint. In addition, there will be a number of secondary and tertiary measurements including the effect of alagebrium on CML levels. The Company has also surpassed 75% enrollment in the BENEFICIAL study. This trial, being conducted at the University of Gronigen, The Netherlands, is designed to test the efficacy of alagebrium in heart failure patients with low ejection fractions, by measuring their improvement in maxVO2 (maximum oxygen consumption), a measure of exercise tolerance.

Future Development Plans

We are also managing a discovery and development program aiming to produce small molecule drugs that mimic the enzyme glutathione peroxidase, or GPx. We believe that GPx is one of the only enzymes in the human body that reduces oxidized lipids. By recreating the activity of this enzyme in a small molecule we may be able to treat diseases in which oxidized lipids are thought to play a significant role.

In January 2008, we announced the signing of an agreement with privately-held Novel Therapeutic Technologies Inc. to provide us with formulation work for a topical cream formulation of one of our GPx mimetics, SYI-2074, for the treatment of psoriasis. This work will be performed at a major clinical institution in Israel. SYI-2074 may have potential in the treatment of plaque psoriasis because SYI-2074 can block TNF- activated expression of cell adhesion molecules, I-CAM and V-CAM, which may be essential for cellular migration. TNF- is an established target for drug development in psoriasis and other autoimmune diseases. We have identified sites in Israel to perform a planned Phase 2 clinical trial which began in the third quarter of 2008.

As previously reported, we also expect that alagebrium will be studied in a clinical trial of patients with Type I diabetes and microalbuminuria (protein in the urine), funded by the Juvenile Diabetes Research Foundation. This study has already dosed its first patient, but as observers of the trial without responsibility for its performance, we cannot project the date or likelihood of this trial’s completion.

We continue to evaluate potential pre-clinical and clinical studies in other therapeutic indications in which alagebrium and SYI-2074 may address significant unmet needs. For alagebrium, in addition to our anticipated clinical studies in heart failure, we have conducted preclinical studies focusing on atherosclerosis; Alzheimer's disease; photoaging of the skin; eye diseases, including age-related macular degeneration, and glaucoma; and other diabetic complications, including renal diseases.

Since our formation in October 1986, we have devoted substantially all of our resources to research, drug discovery and development programs. To date, we have not generated any revenues from the sale of products and do not expect to generate any such revenues for a number of years, if at all. We have incurred an accumulated deficit of $278,099,794 as of September 30, 2008, and expect to incur net losses, potentially greater than losses in prior years, for a number of years.

We have financed our operations through proceeds from public offerings of common stock, private placements of common and preferred equity and debt securities, revenue from former collaborative relationships, reimbursement of certain of our research and development expenses by our collaborative partners, investment income earned on cash and cash equivalent balances and short-term investments and the sale of a portion of our New Jersey State net operating loss carryforwards and research and development tax credit carryforwards.

Our business is subject to significant risks including, but not limited to, (1) our ability to obtain and maintain sufficient financial resources to continue as a going concern and to conduct and continue enrollment in our clinical studies of SYI-2074 and alagebrium, (2) the risks associated with our development of a diagnostic kit, (3) the risks inherent in our research and development efforts, including clinical trials and the length, expense and uncertainty of the process of seeking regulatory approvals for our product candidates, (4) uncertainties associated with obtaining and enforcing our patents and with the patent rights of others, (5) uncertainties regarding government healthcare reforms and product pricing and reimbursement levels, (6) technological change and competition, (7) manufacturing uncertainties, and (8) dependence on collaborative partners and other third parties. Even if our product candidates appear promising at an early stage of development, they may not reach the market for numerous reasons. These reasons include the possibilities that the products will prove ineffective or unsafe during preclinical or clinical studies, will fail to receive necessary regulatory approvals, will be difficult to manufacture on a large scale, will be uneconomical to market or will be precluded from commercialization by proprietary rights of third parties, or that we will be unable to develop and commercialize our proposed diagnostic kit. These risks and others are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 that we filed with the Securities and Exchange Commission on March 31, 2008 under the heading “Item 1A - Risk Factors” and in this report under the heading "Part II - Item 1A - Risk Factors."

Results of Operations

Three Months ended September 30, 2008 and 2007

License and Other Revenue

Total license and other revenue for the three months ended September 30, 2008 and 2007, was $1,000 and $1,000, respectively, attributable to royalty revenue received from ARUP Laboratories as a result of a royalty agreement entered into in September 2004.

Other Income/Expense

Investment income for the three months ended September 30, 2008 and 2007, was $53,000 and $195,000, respectively. Income was derived from interest earned on cash and cash equivalents and short-term investments. The decrease in investment income was due to lower cash balances during the current year. In 2007, there was a higher cash balance as a result of our preferred stock financing in July 2007.

Our interest expense was $2,000 for the three months ended September 30, 2008, compared to $1,403,000 for the period ended September 30, 2007. The decrease was the result of interest expense relating to our private debt financing completed in January 2007.

Operating Expenses

Total operating expenses were $2,929,000 for the three months ended September 30, 2008, compared to $3,159,000 for the three months ended September 30, 2007, and consisted primarily of research and development expenses and general and administrative expenses in 2008 and 2007. Research and development expenses normally include third-party expenses associated with pre-clinical, clinical, and diagnostic studies, manufacturing costs, including the

development and preparation of clinical supplies, personnel and personnel-related expenses, and facility expenses.

Research and Development

Research and development expenses were $1,718,000 for the three months ended September 30, 2008, as compared to $2,265,000 for the same period in 2007, a decrease of $547,000, or 24%. This decrease was due to lower research study costs resulting from the discontinuation of SYI-2074 Trials 201 and 203 in June 2008. In addition, research study costs were higher in 2007 due to the increased spending on clinical trials after the July 2007 financing. The lower study costs were partially offset by higher personnel-related costs.

For the three months ended September 30, 2008, personnel-related research and development costs totaled $226,000, compared to $78,000 for the same period in 2007, an increase of $148,000, or 190%. This increase was primarily driven by the hiring of additional personnel within the Clinical, Pre-Clinical, and Diagnostic departments.

For the three months ended September 30, 2008, the total amount spent on research study costs was $1,467,000, inclusive of $858,000 of clinical trial costs, $195,000 of manufacturing and storage expenses, $119,000 of third party consulting costs, $111,000 of patent expenses, $100,000 of license fees, $49,000 of product liability insurance, and $11,000 of regulatory costs. For the same period in 2007, we incurred $1,794,000 of clinical trial expenses, $181,000 of third party consulting expenses, $157,000 of patent expenses, and $41,000 of product liability insurance.

General and Administrative

General and administrative expenses were $990,000 for the three months ended September 30, 2008, as compared to $894,000 for the same period in 2007, for an increase of $96,000 or 11%. The increase in 2008 was related to the following: higher Board of Directors expense of $37,000 due to the addition of a new Board member, an increase in administrative expenses of $37,000, an increase in investor relations costs of $31,000, higher legal costs of $27,000, and an increase in repairs and maintenance expense of $13,000. These increases were partially offset by lower consulting expenses of $24,000 and lower facilities costs of $17,000.

Selling and Marketing

In the second quarter of 2008, we began commercial planning efforts surrounding our haptoglobin diagnostic kits. Selling and marketing expenses for the three months ended September 30, 2008, were $221,000, inclusive of $62,000 of medical education expenses, $59,000 of personnel-related expenses, $38,000 of market research, $20,000 of expenses relating to conferences and tradeshows, and $12,000 of advertising and promotion expenses. There were no such expenses during the comparable period in 2007.

Net Loss

We had net losses of $2,873,000, and $4,366,000 in the three months ended September 30, 2008 and 2007, respectively. We had net losses applicable to common stockholders for the three months ended September 30, 2008 and 2007, of $5,075,000 and $5,986,000, respectively, inclusive of preferred stock dividends and deemed dividends to Series B preferred stockholders of $2,202,000 and $1,620,000 for the three months ended September 30, 2008 and 2007, respectively.

Nine Months ended September 30, 2008 and 2007

License and Other Revenue

Total license and other revenue for the nine months ended September 30, 2008 and 2007, was $55,000 and $51,000, respectively, inclusive of $50,000 received from a licensing agreement with Avon Products, Inc., which we entered into in September 2005. In 2008, we also received $3,000 from a royalty agreement with ARUP Laboratories, which

was entered into in September 2004. We received $1,000 in royalty payments from ARUP Laboratories in 2007.

Other Income/Expense

Investment income for the nine months ended September 30, 2008 and 2007, was $263,000 and $258,000, respectively. Income was derived from interest earned on cash and cash equivalents and short-term investments. There were slightly higher cash balances during the current year as a result of our preferred stock financing in July 2007.

Our interest expense was $5,000 for the nine months ended September 30, 2008, compared to $6,638,000 for the period ended September 30, 2007. The decrease was the result of interest expense relating to our private debt financing completed in January 2007.

We recognized $400,000 of other expense in June 2008, as a result of the write-off of our investment in Oxis International common stock.

Operating Expenses

Total operating expenses were $8,318,000 for the nine months ended September 30, 2008, compared to $7,200,000 for the nine months ended September 30, 2007, and consisted primarily of research and development expenses and general and administrative expenses in 2008 and 2007. Research and development expenses normally include third-party expenses associated with pre-clinical, clinical, and diagnostic studies, manufacturing costs, including the development and preparation of clinical supplies, personnel and personnel-related expenses, and facility expenses.

Research and Development

Research and development expenses were $5,108,000 for the nine months ended September 30, 2008, as compared to $4,666,000 for the same period in 2007, an increase of $442,000 or 9%. This increase was attributed to higher personnel-related costs, partially offset by slightly lower research study costs. Research study costs were higher in 2007 due to the increased spending on clinical trials after the July 2007 financing. In addition, we discontinued SYI-2074 Trials 201 and 203 in June 2008, resulting in lower costs for the 2008 period.

For the nine months ended September 30, 2008, personnel-related research and development costs totaled $679,000 compared to $234,000 for the same period in 2007, an increase of $445,000, or 190%. This increase was primarily driven by the hiring of additional personnel within the Clinical, Pre-Clinical, and Diagnostic departments.

For the nine months ended September 30, 2008, research study costs totaled $4,343,000, compared to $4,378,000 for the same period in 2007, a decrease of $35,000, or 1%. In 2008, research study costs included $2,314,000 of clinical trial costs, $599,000 of manufacturing and storage expenses, $513,000 of third party consulting costs, $326,000 of patent expenses, $140,000 of license fees, $124,000 of product liability insurance, $118,000 of research funding costs, $95,000 of sponsored research costs, and $63,000 of regulatory costs. Comparatively, in 2007, research study costs consisted of $2,604,000 of clinical trial costs, $800,000 of license fees, $524,000 of patent expenses, $361,000 of third party consulting costs, and $104,000 of product liability insurance expenses.

General and Administrative

Whenever preferred stock is to be offered and sold pursuant to this prospectus, we will file a prospectus supplement relating to that offer and sale which will specify (in each case to the extent applicable):

- the title and stated value of the preferred stock;

- the number of shares of the preferred stock offered, the liquidation preference per share and the offering price of the preferred stock;

- the dividend rate, period and payment date, and method of calculation of dividends;

- whether dividends are cumulative or non-cumulative and, if cumulative, the date from which dividends will accumulate;

- any listing of the preferred stock on any securities exchange;

- the provision for redemption of the preferred stock;

- the terms and conditions upon which the preferred stock will be convertible into any other class of capital stock, including the conversion price;

- voting rights of the preferred stock;

- preemption rights;

- the relative ranking and preferences of the preferred stock as to dividend rights and rights upon the liquidation, dissolution or winding up of our affairs;

- limitations on issuance of any class or series of preferred stock ranking senior to or on a parity with the series of preferred stock as to dividend rights and rights if we liquidate, dissolve or wind up our affairs; and

- any other specific terms, preferences, rights or limitations of, or restrictions on, the preferred stock.

The DGCL provides that the holders of preferred stock will have the right to vote separately as a class on any proposed fundamental change in the rights of the preferred stock. This right is in addition to any voting rights that may be provided for in the applicable certificate of designation.

All shares of preferred stock offered by this prospectus will, when issued, be fully paid and nonassessable and will not have any preemptive or similar rights.

Delaware Law and Certain Certificate of Incorporation and Bylaw Provisions

The provisions of Delaware law, our amended and restated certificate of incorporation and our amended and restated bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of us by

means of a tender offer, a proxy contest or otherwise, or removing incumbent officers and directors. These provisions, summarized below, are expected to discourage certain types of coercive takeover practices and takeover bids that our board of directors may consider inadequate and to encourage any person seeking to acquire control of us to first negotiate with our board of directors.

Delaware Law. We are governed by the provisions of Section 203 of the Delaware General Corporation Law, or the DGCL. In general, Section 203 prohibits a public Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date such stockholder became an “interested stockholder.” A “business combination” includes mergers, asset sales or other transactions resulting in a financial benefit to the stockholder. An “interested stockholder” is a person who, together with affiliates and associates, owns, or within three years did, prior to the determination of interested stockholder status, own, 15% or more of the corporation’s outstanding voting stock. These provisions may have the effect of delaying, deferring or preventing a change in control of our company not approved in advance by our board of directors.

Certificate of Incorporation and Bylaw Provisions. Our amended and restated certificate of incorporation and our amended and restated bylaws include a number of other provisions that could deter hostile takeovers or delay or prevent changes in control of our management team, including the following:

- Classified Board. Our amended and restated certificate of incorporation and amended and restated bylaws provide that our board is classified into three classes of directors. This could delay a successful tender offeror from obtaining majority control of our board of directors, and the prospect of that delay might deter a potential offeror.

- Stockholder Action; Special Meeting of Stockholders. Our amended and restated certificate of incorporation eliminates the right of stockholders to act by written consent. Our amended and restated certificate of incorporation further provides that special meetings of our stockholders may be called only by a majority of our board of directors.

- Advance Notice Requirements for Stockholder Proposals and Director Nominations. Our amended and restated certificate of incorporation and amended and restated bylaws provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at our annual meeting of stockholders. These provisions might preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders.

- Amendment. Our amended and restated certificate of incorporation and our amended and restated bylaws provide that the affirmative vote of the holders of at least 66 2/3% of our voting stock then outstanding is required to amend certain provisions.

- Size of Board and Vacancies. Our amended and restated certificate of incorporation and amended and restated bylaws provide that the number of directors on our board of directors is fixed exclusively by our board of directors. Newly created directorships resulting from any increase in our authorized number of directors, and any vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, will generally be filled by a majority of our board of directors then in office.

- Issuance of Undesignated Preferred Stock. Our board of directors will have the authority, without further action by our stockholders, to issue up to 5,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our board of directors. Our board of directors may utilize such shares for a variety of corporate purposes.

- No Cumulative Voting. The DGCL provides that stockholders are denied the right to cumulate votes in the election of directors unless our amended and restated certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation does not provide for cumulative voting.

NASDAQ Global Market

Our common stock is listed on the NASDAQ Global Market and traded under the symbol “TNDM.” On April 23, 2018, the last reported sale price for our common stock on the NASDAQ Global Market was $7.37 per share.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC. The address of American Stock Transfer & Trust Company is 6201 15th Avenue, Brooklyn, NY 11219 and the telephone number is (718) 921-8200.

DESCRIPTION OF DEBT SECURITIES

We may offer and sell from time to time in one or more series, debt securities that may be issued as senior or subordinated debt securities or as senior or subordinated convertible debt securities. While the terms we have summarized below will apply generally to any debt securities that we may offer under this prospectus, we will describe the particular terms of any debt securities that we may offer in more detail in the applicable prospectus supplement. The terms of any debt securities offered under a prospectus supplement may differ from the terms described below. Unless the context requires otherwise, whenever we refer to the indenture, we also are referring to any supplemental indentures that specify the terms of a particular series of debt securities.

We will issue the debt securities under the indenture that we will enter into with the trustee named in the indenture. The indenture will be qualified under the Trust Indenture Act of 1939, as amended, or the Trust Indenture Act. We have filed the form of indenture as an exhibit to the registration statement of which this prospectus is a part, and supplemental indentures and forms of debt securities containing the terms of the debt securities being offered and sold will be filed as exhibits to the registration statement of which this prospectus is a part and/or will be incorporated by reference from reports that we file with the SEC.

The following summary of material provisions of the debt securities and the indenture is subject to, and qualified in its entirety by reference to, all of the provisions of the indenture applicable to a particular series of debt securities. We urge you to read the applicable prospectus supplements and any related free writing prospectuses related to the debt securities that we may offer and sell under this prospectus, as well as the complete indenture that contains the terms of the debt securities.

General

The indenture does not limit the amount of debt securities that we may issue. It provides that we may issue debt securities up to the principal amount that we may authorize and may be in any currency or currency unit that we may designate. Except for the limitations on consolidation, merger and sale of all or substantially all of our assets contained in the indenture, the terms of the indenture do not contain any covenants or other provisions designed to give holders of any debt securities protection against changes in our operations, financial condition or transactions.

We may issue the debt securities issued under the indenture as “discount securities,” which means they may be sold at a discount to their stated principal amount. These debt securities, as well as other debt securities that are not issued at a discount, may be issued with “original issue discount,” or OID, for U.S. federal income tax purposes because of interest payment and other characteristics or terms of the debt securities. Material U.S. federal income tax considerations applicable to debt securities issued with OID will be described in more detail in any applicable prospectus supplement.

Whenever debt securities are to be issued and sold pursuant to this prospectus, we will file a prospectus supplement relating to that offer and sale which will specify (in each case to the extent applicable):

- the title of the series of debt securities;
- any limit upon the aggregate principal amount that may be issued;
- the maturity date or dates;

- the form of the debt securities of the series;

- the applicability of any guarantees;

- whether or not the debt securities will be secured or unsecured, and the terms of any secured debt;

- whether the debt securities rank as senior debt, senior subordinated debt, subordinated debt or any combination thereof, and the terms of any subordination;

- if the price at which such debt securities will be issued is a price other than the principal amount thereof, the portion of the principal amount thereof payable upon declaration of acceleration of the maturity thereof, or if applicable, the portion of the principal amount of such debt securities that is convertible into another security or the method by which any such portion shall be determined;

- the interest rate or rates, which may be fixed or variable, or the method for determining the rate and the date interest will begin to accrue, the dates interest will be payable and the regular record dates for interest payment dates or the method for determining such dates;

- our right, if any, to defer payment of interest and the maximum length of any such deferral period;

- if applicable, the date or dates after which, or the period or periods during which, and the price or prices at which, we may, at our option, redeem the series of debt securities pursuant to any optional or provisional redemption provisions and the terms of those redemption provisions;

- the date or dates, if any, on which, and the price or prices at which we are obligated, pursuant to any mandatory sinking fund or analogous fund provisions or otherwise, to redeem, or at the holder's option to purchase, the series of debt securities and the currency or currency unit in which the debt securities are payable;

- the denominations in which we will issue the series of debt securities;

- whether the debt securities of the series shall be issued in whole or in part in the form of a global security or securities; the terms and conditions, if any, upon which such global security or securities may be exchanged in whole or in part for other individual securities; and the depositary for such global security or securities;

- if applicable, the provisions relating to conversion or exchange of any debt securities of the series and the terms and conditions upon which such debt securities will be so convertible or exchangeable, including the conversion or exchange price, as applicable, or how it will be calculated and may be adjusted, any mandatory or optional conversion or exchange features, the applicable conversion or exchange period and the manner of settlement for any conversion or exchange;

- if other than the full principal amount thereof, the portion of the principal amount of debt securities of the series which shall be payable upon declaration of acceleration of the maturity thereof;

- additions to or changes in the covenants applicable to the particular debt securities being issued, including, among others, the consolidation, merger or sale covenant;

- additions to or changes in the events of default with respect to the securities and any change in the right of the trustee or the holders to declare the principal, premium, if any, and interest, if any, with respect to such securities to be due

and payable;

- additions to or changes in the provisions relating to satisfaction and discharge of the indenture;

- additions to or changes in the provisions relating to the modification of the indenture both with and without the consent of holders of debt securities issued under the indenture;

- whether interest will be payable in cash or additional debt securities at our or the holders' option and the terms and conditions upon which the election may be made;

- any restrictions on transfer, sale or assignment of the debt securities of the series; and

- any other specific terms, preferences, rights or limitations of, or restrictions on, the debt securities, any other additions or changes in the provisions of the indenture, and any terms that may be required by us or advisable under applicable laws or regulations.

Conversion or Exchange Rights

We will set forth in the applicable prospectus supplement the terms on which a series of debt securities may be convertible into or exchangeable for our common stock, our preferred stock or our other debt securities. We will include provisions as to settlement upon conversion or exchange and whether conversion or exchange is mandatory, at the option of the holder or at our option. We may include provisions pursuant to which the number of shares of our common stock, our preferred stock or our other debt securities that the holders of the series of debt securities receive would be subject to adjustment.

Consolidation, Merger or Sale

Unless we provide otherwise in the prospectus supplement applicable to a particular series of debt securities, the indenture will not contain any covenant that restricts our ability to merge or consolidate, or sell, convey, transfer or otherwise dispose of all or substantially all of our assets.

Events of Default under the Indenture

Unless we provide otherwise in the prospectus supplement applicable to a particular series of debt securities, the following are events of default under the indenture with respect to any series of debt securities that we may issue:

- if we fail to pay any installment of interest on any series of debt securities, as and when the same shall become due and payable, and such default continues for a period of 90 days; provided, however, that a valid extension of an interest payment period by us in accordance with the terms of any indenture supplemental thereto shall not constitute a default in the payment of interest for this purpose;

- if we fail to pay the principal of, or premium, if any, on any series of debt securities as and when the same shall become due and payable whether at maturity, upon redemption, by declaration or otherwise, or in any payment required by any sinking or analogous fund established with respect to such series; provided, however, that a valid extension of the maturity of such debt securities in accordance with the terms of any indenture supplemental thereto shall not constitute a default in the payment of principal or premium, if any;

- if we fail to observe or perform any other covenant or agreement contained in the debt securities or the indenture, other than a covenant specifically relating to another series of debt securities, and our failure continues for 90 days after we receive written notice of such failure, requiring the same to be remedied and stating that such is a notice of default thereunder, from the trustee or holders of at least 25% in aggregate principal amount of the outstanding debt securities of the applicable series; and
- if specified events of bankruptcy, insolvency or reorganization occur.

If an event of default with respect to debt securities of any series occurs and is continuing, other than an event of default specified in the last bullet point above, the trustee or the holders of at least 25% in aggregate principal amount

of the outstanding debt securities of that series, by notice to us in writing, and to the trustee if notice is given by such holders, may declare the unpaid principal of, premium, if any, and accrued interest, if any, due and payable immediately. If an event of default specified in the last bullet point above occurs with respect to us, the principal amount of and accrued interest, if any, of each issue of debt securities then outstanding shall be due and payable without any notice or other action on the part of the trustee or any holder.

The holders of a majority in principal amount of the outstanding debt securities of an affected series may waive any default or event of default with respect to the series and its consequences, except defaults or events of default regarding payment of principal, premium, if any, or interest, unless we have cured the default or event of default in accordance with the indenture. Any waiver shall cure the default or event of default.

Subject to the terms of the indenture, if an event of default under an indenture shall occur and be continuing, the trustee will be under no obligation to exercise any of its rights or powers under such indenture at the request or direction of any of the holders of the applicable series of debt securities, unless such holders have offered the trustee reasonable indemnity. The holders of a majority in principal amount of the outstanding debt securities of any series will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee, with respect to the debt securities of that series, provided that:

- the direction so given by the holder is not in conflict with any law or the applicable indenture; and

- subject to its duties under the Trust Indenture Act, the trustee need not take any action that might involve it in personal liability or might be unduly prejudicial to the holders not involved in the proceeding.

- A holder of the debt securities of any series will have the right to institute a proceeding under the indenture or to appoint a receiver or trustee, or to seek other remedies only if:

- the holder has given written notice to the trustee of a continuing event of default with respect to that series;

- the holders of at least 25% in aggregate principal amount of the outstanding debt securities of that series have made written request, and such holders have offered to the trustee indemnity satisfactory to it against the costs, expenses and liabilities to be incurred by the trustee in compliance with the request; and

- the trustee does not institute the proceeding, and does not receive from the holders of a majority in aggregate principal amount of the outstanding debt securities of that series other conflicting directions within 90 days after the notice, request and offer.

- We will periodically file statements with the trustee regarding our compliance with specified covenants in the indenture.

Modification of Indenture; Waiver

We and the trustee may change an indenture without the consent of any holders with respect to specific matters:

- to cure any ambiguity, defect or inconsistency in the indenture or in the debt securities of any series;

- to provide for uncertificated debt securities in addition to or in place of certificated debt securities;

- to add to our covenants, restrictions, conditions or provisions such new covenants, restrictions, conditions or provisions for the benefit of the holders of all or any series of debt securities, to make the occurrence, or the occurrence and the continuance, of a default in any such additional covenants, restrictions, conditions or provisions an event of default or to surrender any right or power conferred upon us in the indenture;

- to add to, delete from or revise the conditions, limitations, and restrictions on the authorized amount, terms, or purposes of issue, authentication and delivery of debt securities, as set forth in the indenture;

- to make any change that does not adversely affect the interests of any holder of debt securities of any series in any material respect;

- to provide for the issuance of and establish the form and terms and conditions of the debt securities of any series as provided above under "Description of Debt Securities-General" to establish the form of any certifications required to be furnished pursuant to the terms of the indenture or any series of debt securities, or to add to the rights of the holders of any series of debt securities;

- to evidence and provide for the acceptance of appointment under any indenture by a successor trustee; or

- to comply with any requirements of the SEC in connection with the qualification of any indenture under the Trust Indenture Act.

In addition, under the indenture, the rights of holders of a series of debt securities may be changed by us and the trustee with the written consent of the holders of at least a majority in aggregate principal amount of the outstanding debt securities of each series that is affected. However, unless we provide otherwise in the prospectus supplement applicable to a particular series of debt securities, we and the trustee may make the following changes only with the consent of each holder of any outstanding debt securities affected:

- extending the fixed maturity of any debt securities of any series;

- reducing the principal amount, reducing the rate of or extending the time of payment of interest, or reducing any premium payable upon the redemption of any series of any debt securities; or

- reducing the percentage of debt securities, the holders of which are required to consent to any amendment, supplement, modification or waiver.

Discharge

The indenture provides that we can elect to be discharged from our obligations with respect to one or more series of debt securities, except for specified obligations, including obligations to:

- provide for payment;

- register the transfer or exchange of debt securities of the series;

- replace stolen, lost or mutilated debt securities of the series;

- pay principal of and premium and interest on any debt securities of the series;

- maintain paying agencies;
- hold monies for payment in trust;
- recover excess money held by the trustee;
- compensate and indemnify the trustee; and
- appoint any successor trustee.

In order to exercise our rights to be discharged, we must deposit with the trustee money or government obligations sufficient to pay all the principal of, any premium, if any, and interest on, the debt securities of the series on the dates payments are due.

Form, Exchange and Transfer

We will issue the debt securities of each series only in fully registered form without coupons and, unless we provide otherwise in the applicable prospectus supplement, in denominations of $1,000 and any integral multiple thereof. The indenture provides that we may issue debt securities of a series in temporary or permanent global form and as book-entry securities that will be deposited with, or on behalf of, The Depository Trust Company, or DTC, or another depositary named by us and identified in the applicable prospectus supplement with respect to that series. To the extent the debt securities of a series are issued in global form and as book-entry, a description of terms relating to any book entry securities will be set forth in the applicable prospectus supplement.

At the option of the holder, subject to the terms of the indenture and the limitations applicable to global securities described in the applicable prospectus supplement, the holder of the debt securities of any series can exchange the debt securities for other debt securities of the same series, in any authorized denomination and of like tenor and aggregate principal amount.

Subject to the terms of the indenture and the limitations applicable to global securities set forth in the applicable prospectus supplement, holders of the debt securities may present the debt securities for exchange or for registration of transfer, duly endorsed or with the form of transfer endorsed thereon duly executed if so required by us or the security registrar, at the office of the security registrar or at the office of any transfer agent designated by us for this purpose. Unless otherwise provided in the debt securities that the holder presents for transfer or exchange, we will impose no service charge for any registration of transfer or exchange, but we may require payment of any taxes or other governmental charges.

We will name in the applicable prospectus supplement the security registrar, and any transfer agent in addition to the security registrar, that we initially designate for any debt securities. We may at any time designate additional transfer agents or rescind the designation of any transfer agent or approve a change in the office through which any transfer agent acts, except that we will be required to maintain a transfer agent in each place of payment for the debt securities of each series.

If we elect to redeem the debt securities of any series, we will not be required to:

- issue, register the transfer of, or exchange any debt securities of that series during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of any debt securities that may be selected for redemption and ending at the close of business on the day of the mailing; or

- register the transfer of or exchange any debt securities so selected for redemption, in whole or in part, except the unredeemed portion of any debt securities we are redeeming in part.

Information Concerning the Trustee

The trustee, other than during the occurrence and continuance of an event of default under an indenture, undertakes to perform only those duties as are specifically set forth in the applicable indenture. Upon an event of default under an indenture, the trustee must use the same degree of care as a prudent person would exercise or use in the conduct of his or her own affairs. Subject to this provision, the trustee is under no obligation to exercise any of the powers given it by the indenture at the request of any holder of debt securities unless it is offered reasonable security and indemnity against the costs, expenses and liabilities that it might incur.

Payment and Paying Agents

Unless we otherwise indicate in the applicable prospectus supplement, we will make payment of the interest on any debt securities on any interest payment date to the person in whose name the debt securities, or one or more predecessor securities, are registered at the close of business on the regular record date for the interest.

We will pay principal of and any premium and interest on the debt securities of a particular series at the office of the paying agents designated by us, except that unless we otherwise indicate in the applicable prospectus supplement, we will make interest payments by check that we will mail to the holder or by wire transfer to certain holders. Unless we otherwise indicate in the applicable prospectus supplement, we will designate the corporate trust office of the trustee as our sole paying agent for payments with respect to debt securities of each series. We will name in the applicable prospectus supplement any other paying agents that we initially designate for the debt securities of a particular series. We will maintain a paying agent in each place of payment for the debt securities of a particular series.

All money we pay to a paying agent or the trustee for the payment of the principal of or any premium or interest on any debt securities that remains unclaimed at the end of two years after such principal, premium or interest has become due and payable will be repaid to us, and the holder of the debt security thereafter may look only to us for payment thereof.

Governing Law

The indenture and the debt securities will be governed by and construed in accordance with the internal laws of the State of New York, except to the extent that the Trust Indenture Act of 1939 is applicable.

DESCRIPTION OF WARRANTS

We may offer and sell, from time to time, warrants for the purchase of shares of common stock, shares of preferred stock and/or debt securities. We may issue warrants independently or together with common stock, preferred stock and/or debt securities, and the warrants may be attached to or separate from those securities. If we issue warrants, they will be evidenced by warrant agreements or warrant certificates issued under one or more warrant agreements, which will be contracts between us and the holders of the warrants or an agent for the holders of the warrants. The forms of warrant agreements or warrant certificates, as applicable, relating to the warrants will be filed as exhibits to the registration statement of which this prospectus is a part and/or will be incorporated by reference from reports that we file with the SEC.

The following summary of material provisions of the warrants and warrant agreements are subject to, and qualified in their entirety by reference to, all of the provisions of the warrant agreement and warrant certificate applicable to a particular series of warrants. We urge you to read the applicable prospectus supplement and any related free writing prospectus, as well as the complete warrant agreements and warrant certificates that contain the terms of the warrants.

Whenever warrants are to be issued and sold pursuant to this prospectus, we will file a prospectus supplement relating to that offer and sale which will specify (in each case as applicable):

- the number of shares of common stock or preferred stock purchasable upon the exercise of warrants to purchase such shares and the price at which such number of shares may be purchased upon such exercise;

- the designation, stated value and terms (including, without limitation, liquidation, dividend, conversion and voting rights) of the series of preferred stock purchasable upon exercise of warrants to purchase preferred stock;

- the principal amount of debt securities that may be purchased upon exercise of a debt warrant and the exercise price for the warrants, which may be payable in cash, securities or other property;

- the date, if any, on and after which the warrants and the related common stock, preferred stock or debt securities will be separately transferable;

- the terms of any rights to redeem or call the warrants;

- the date on which the right to exercise the warrants will commence and the date on which the right will expire; and

- any additional terms of the warrants, including terms, procedures, and limitations relating to the exchange, exercise and settlement of the warrants.

Each warrant will entitle its holder to purchase the number of shares of common stock or preferred stock, or the principal amount of debt securities, at the exercise price set forth in (or calculable as set forth in) the applicable prospectus supplement. Unless we otherwise specify in the applicable prospectus supplement, holders of the warrants may exercise the warrants at any time up to the specified time on the expiration date that we set forth in the applicable

prospectus supplement. After the close of business on the expiration date, unexercised warrants will become void.

A holder of warrant certificates may exchange them for new warrant certificates of different denominations, present them for registration of transfer, and exercise them as indicated in the applicable prospectus supplement. Until any warrants to purchase common stock or preferred stock are exercised, the holders of the warrants will not have any rights of holders of the underlying common stock or preferred stock, including any voting rights or any rights to receive dividends or payments upon any liquidation, dissolution or winding up on the common stock or preferred stock, if any. Until any warrants to purchase debt securities are exercised, the holder of the warrants will not have any rights of holders of the debt securities that can be purchased upon exercise, including any rights to receive payments of principal, premium or interest on the underlying debt securities or to enforce covenants in the applicable indenture.

DESCRIPTION OF UNITS

We may offer and sell, from time to time, units comprised of one or more of the other securities described in this prospectus in any combination. Each unit will be issued so that the holder of the unit is also the holder of each security included in the unit. Thus, the holder of a unit will have the rights and obligations of a holder of each included security. If we issue units, they will be evidenced by unit agreements or unit certificates issued under one or more unit agreements, which will be contracts between us and the holders of the units or an agent for the holders of the units. The unit agreement under which a unit is issued may provide that the securities included in the unit may not be held or transferred separately, at any time or at any time before a specified date. The forms of unit agreements or unit certificates, as applicable, relating to the units will be filed as exhibits to the registration statement of which this prospectus is part of and/or will be incorporated by reference from reports that we file with the SEC.

The following summary of material provisions of the units and unit agreements are subject to, and qualified in their entirety by reference to, all of the provisions of the unit agreements applicable to the units. We urge you to read the applicable prospectus supplement and any related free writing prospectus, as well as the complete unit agreements that contain the terms of the units.

Whenever units are to be issued and sold pursuant to this prospectus, we will file a prospectus supplement relating to that offer and sale which will specify (in each case as applicable):

- the title of the series of units;
- identification and description of the separate securities comprising the units;
- the price or prices at which the units will be issued;
- the date, if any, on and after which the securities comprising the units will be separately transferable; and
- any other terms of the units and their securities.

PLAN OF DISTRIBUTION

We may sell our securities from time to time in any manner permitted by the Securities Act, including any one or more of the following ways:

- through agents;
- to or through underwriters;
- to or through broker-dealers (acting as agent or principal);
- in "at the market" offerings, within the meaning of Rule 415(a)(4) of the Securities Act, to or through a market maker or into an existing trading market, on an exchange or otherwise; and/or
- directly to purchasers, through a specific bidding or auction process or otherwise.

The securities may be sold at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, at prices relating to the prevailing market prices or at negotiated prices.

Offers to purchase offered securities may be solicited by agents designated by us from time to time. Any agent involved in the offer or sale of the offered securities in respect of which this prospectus is delivered will be named, and any commissions payable by us will be set forth, in the applicable prospectus supplement. Unless otherwise set forth in the applicable prospectus supplement, any agent will be acting on a reasonable best efforts basis for the period of its appointment. Any agent may be deemed to be an underwriter, as that term is defined in the Securities Act, of the offered securities so offered and sold.

We will set forth in a prospectus supplement the terms of the offering of our securities, including:

- the name or names of any agents, underwriters or dealers;
- the type of securities being offered;
- the purchase price of our securities being offered and the net proceeds we expect to receive from the sale;
- any over-allotment options under which underwriters may purchase additional securities from us;
- any agency fees or underwriting discounts and commissions and other items constituting agents' or underwriters' compensation;

- the public offering price;

- any discounts or concessions allowed or reallowed or paid to dealers; and

- any securities exchanges on which such securities may be listed.

If offered securities are sold to the public by means of an underwritten offering, either through underwriting syndicates represented by managing underwriters or directly by the managing underwriters, we will execute an underwriting agreement with an underwriter or underwriters, and the names of the specific managing underwriter or underwriters, as well as any other underwriters, will be set forth in the applicable prospectus supplement. In addition, the terms of the transaction, including commissions, discounts and any other compensation of the underwriters and dealers, if any, will be set forth in the applicable prospectus supplement, which prospectus supplement will be used by the underwriters to make resales of the offered securities. If underwriters are utilized in

the sale of the offered securities, the offered securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including:

- transactions on the NASDAQ Global Market or any other organized market where the securities may be traded;
- in the over-the-counter market;
- in negotiated transactions; or
- under delayed delivery contracts or other contractual commitments.

We may grant to the underwriters options to purchase additional offered securities to cover over-allotments, if any, at the public offering price with additional underwriting discounts or commissions, as may be set forth in the applicable prospectus supplement. If we grant any over-allotment option, the terms of the over-allotment option will be set forth in the applicable prospectus supplement.

We may authorize agents or underwriters to solicit offers by certain types of institutional investors to purchase securities from us at the public offering price set forth in the prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. We will describe the conditions to these contracts and the commissions we must pay for solicitation of these contracts in the prospectus supplement.

We may indemnify agents, underwriters and dealers against specified liabilities, including liabilities incurred under the Securities Act, or to contribution by us to payments they may be required to make in respect of such liabilities. Agents, underwriters or dealers, or their respective affiliates, may be customers of, engage in transactions with or perform services for us or our respective affiliates, in the ordinary course of business.

Unless otherwise specified in the applicable prospectus supplement, each class or series of securities will be a new issue with no established trading market, other than our common stock, which is traded on the NASDAQ Global Market. We may elect to list any other class or series of securities on any exchange and, in the case of our common stock, on any additional exchange. However, unless otherwise specified in the applicable prospectus supplement, we will not be obligated to do so. It is possible that one or more underwriters may make a market in a class or series of securities, but the underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for any of the offered securities.

Any underwriter may engage in over-allotment, stabilizing transactions, short-covering transactions and penalty bids in accordance with Regulation M under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Over-allotment involves sales in excess of the offering size, which create a short position. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum price. Syndicate-covering or other short-covering transactions involve purchases of the securities, either through exercise of the over-allotment option or in the open market after the distribution is completed, to cover short positions. Penalty bids permit the underwriters to reclaim a selling concession from a dealer when the securities originally sold by the dealer are purchased in a stabilizing or covering transaction to cover short positions. Those activities may cause the price of the securities to be higher than it would otherwise be. If commenced, the underwriters may discontinue

any of the activities at any time.

To comply with the securities laws of certain states, if applicable, the securities offered by this prospectus will be offered and sold in those states only through registered or licensed brokers or dealers.

In compliance with guidelines of the Financial Industry Regulatory Authority, or FINRA, the maximum consideration or discount to be received by any FINRA member or independent broker dealer may not exceed 8% of the aggregate amount of the securities offered pursuant to this prospectus and any applicable prospectus supplement.

LEGAL MATTERS

Certain legal matters, including the validity of the issuance of the securities offered by this prospectus, will be passed upon for us by Stradling Yocca Carlson & Rauth, P.C., Newport Beach, California.

EXPERTS

The financial statements of Tandem Diabetes Care, Inc. as of December 31, 2017 and 2016, and for each of the three years in the period ended December 31, 2017, appearing in Tandem Diabetes Care, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to "incorporate" into this prospectus information that we file with the SEC in other documents. This means that we can disclose important information to you by referring to other documents that contain that information. Any information that we incorporate by reference into this prospectus is considered part of this prospectus.

Information contained in this prospectus and information that we file with the SEC in the future and incorporate by reference in this prospectus automatically modifies and supersedes previously filed information, including information in previously filed documents or reports that have been incorporated by reference in this prospectus, to the extent the new information differs from or is inconsistent with the old information. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus. For more information, see "About this Prospectus."

We incorporate by reference, as of their respective dates of filing, the documents listed below that we have filed with the SEC and any future documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, including any documents filed after the date on which the registration statement of which this prospectus is a part is initially filed until the offering of the securities covered by this prospectus has been completed, other than, in each case, documents or information deemed to have been "furnished" and not "filed" in accordance with SEC rules:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, or the Annual Report, filed with the SEC on March 1, 2018;

- our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed with the SEC on April 26, 2018;

- the information specifically incorporated by reference into the Annual Report from our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 26, 2018;

- our Current Reports on Form 8-K as filed with the SEC on each of January 3, 2018, January 9, 2018, February 7, 2018, February 9, 2018, February 14, 2018, March 1, 2018 and March 8, 2018; and

- the description of our common stock contained in our registration statement on Form 8-A, filed with the SEC on November 8, 2013, including any amendment or report filed for the purpose of updating such description.

These filings have not been included in or delivered with this prospectus. We will provide to each person, including any beneficial owner to whom this prospectus is delivered, a copy of any document that is incorporated by reference in this prospectus. You may obtain a copy of these documents, at no cost, from our website (www.tandemdiabetes.com) or by contacting us using the following information:

General Counsel

Tandem Diabetes Care, Inc.

11075 Roselle Street

San Diego, California 92121

(858) 366-6900

Exhibits to the documents will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus.

You should rely only on the information contained in this prospectus, in any accompanying prospectus supplement, or in any document incorporated by reference herein or therein. We have not authorized anyone to provide you with any different information. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may provide to you. The information contained in this prospectus, in any applicable prospectus supplement, and in the documents incorporated by

reference herein or therein is accurate only as of the date such information is presented. Our business, financial condition, results of operations and future prospects may have changed since those respective dates.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Our filings with the SEC also are available from the SEC's website at www.sec.gov, which contains reports, proxy and information statements, and other information regarding issuers that file electronically.

This prospectus is part of a registration statement that we filed with the SEC. As permitted by SEC rules, this prospectus and any accompanying prospectus supplement that we may file, which form a part of the registration statement, do not contain all of the information that is included in the registration statement. The registration statement contains more information regarding us and our securities, including certain exhibits. You can obtain a copy of the registration statement from the SEC at the address listed above or from the SEC's website.

3,508,770 Shares

TANDEM DIABETES CARE, INC.

Common Stock

PROSPECTUS SUPPLEMENT

Sole Book-Running Manager

Oppenheimer & Co.

Co-Manager

Baird

August 3, 2018