

BERGER DAVID B
Form 4/A
December 13, 2018

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGER DAVID B

2. Issuer Name and Ticker or Trading Symbol
TANDEM DIABETES CARE INC
[TNDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, GEN. COUNSEL & SECRETARY

C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 12/06/2018 | | M | | 10,000 (1) | A | \$ 2.59 11,765 | D | |
| Common Stock | 12/06/2018 | | S | | 10,000 | D | \$ 34.496 1,765 (2) | D | |
| Common Stock | 12/06/2018 | | S | | 1,493 | D | \$ 34.85 200 (3) | I | Berger Family Trust (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 2.59 | 12/06/2018 | | M ⁽⁵⁾ | 10,000 | ⁽⁶⁾ 12/01/2027 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERGER DAVID B
C/O TANDEM DIABETES CARE, INC.,
11075 ROSELLE STREET
SAN DIEGO, CA 92121

EVP, GEN. COUNSEL & SECRETARY

Signatures

/s/ David B. Berger 12/13/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of common stock received upon exercise of a stock option award.

(2) The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 6, 2018, in multiple transactions at prices ranging from \$33.80 to \$34.965. The Reporting Person undertakes to provide the Securities and Exchange Commission (the "SEC"), the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) The price reported is the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 6, 2018, in multiple transactions at prices ranging from \$34.8225 to \$34.89. The Reporting Person undertakes to provide the Securities and Exchange Commission (the "SEC"), the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

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- (4) Shares are beneficially owned by the Berger Family Trust dated April 16, 2008, for which the Reporting Person is a trustee.
- (5) This amendment is being filed to reflect the exercise of the stock option award in Table II.
- (6) Fifty percent (50%) of the underlying shares subject to the option vested on 12/1/2018, and the remaining shares shall vest in twelve (12) equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.