

TANDEM DIABETES CARE INC
Form SC 13G
February 16, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

Tandem Diabetes Care, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

875372104
(CUSIP Number)

February 9, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No . 875372104Page 2 of 10

NAME OF REPORTING PERSONS
First Light Focus Fund, LP

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS
(ENTITIES ONLY)

47-4771203

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
4 ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER
SHARES **5**
0

BENEFICIALLY SHARED VOTING POWER
OWNED BY **6**
4,500,000

EACH SOLE DISPOSITIVE POWER
REPORTING **7**
0

PERSON SHARED DISPOSITIVE POWER
WITH: **8**
4,500,000

AGGREGATE AMOUNT
9 BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,500,000

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

PN

CUSIP No . 875372104 Page 3 of 10

NAME OF REPORTING PERSONS
First Light Focus Fund GP, LLC

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS
(ENTITIES ONLY)

35-2538554

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
4 ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER
SHARES **5**
0

BENEFICIALLY SHARED VOTING POWER
OWNED BY **6**
4,500,000

EACH SOLE DISPOSITIVE POWER
REPORTING **7**
0

PERSON SHARED DISPOSITIVE POWER
WITH: **8**
4,500,000

AGGREGATE AMOUNT
9 BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,500,000

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

HC

CUSIP No . 875372104 Page 4 of 10

NAME OF REPORTING PERSONS
 First Light Asset Management, LLC

1 I.R.S. IDENTIFICATION NO. OF
 ABOVE PERSONS
 (ENTITIES ONLY)

46-3521994

2 CHECK THE APPROPRIATE BOX IF (a)
 A MEMBER OF A GROUP (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER
 SHARES **5**
 0

BENEFICIALLY SHARED VOTING POWER
 OWNED BY **6**
 4,734,238

EACH SOLE DISPOSITIVE POWER
 REPORTING **7**
 0

PERSON SHARED DISPOSITIVE POWER
 WITH: **8**
 4,734,238

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

4,734,238

10 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW 9 EXCLUDES
 CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW 9

10.61%

12 TYPE OF REPORTING PERSON

IA

CUSIP No 875372104 Page 5 of 10

NAME OF REPORTING PERSONS
Mathew P. Arens

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY (b)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United State of America

SOLE VOTING
5 POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

0 SHARED VOTING
6 POWER

4,859,238

SOLE DISPOSITIVE
7 POWER

0 SHARED DISPOSITIVE
8 POWER

4,859,238

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,859,238

10 CHECK BOX IF THE AGGREGATE AMOUNT IN

11 ROW 9 EXCLUDES CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW 9

10.89%
12 TYPE OF REPORTING
PERSON
IN

CUSIP No. 875372104 Page 6 of 10

Item 1(a). Name of Issuer:

Tandem Diabetes Care, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

11075 Roselle St., San Diego, CA 92121

Item 2(a). Name of Person Filing:

This Schedule 13G is being jointly filed by the following:

First Light Focus Fund, LP (the "Fund")

First Light Focus Fund GP, LLC (the "General Partner")

First Light Asset Management, LLC (the "Manager")

Mathew P. Arens ("Mr. Arens")

(1)

The Fund is the direct holder and the beneficial owner of the Issuer's shares of common stock, par value \$0.001 per share ("Shares") reflected in Item 4 below.

(2)

The General Partner is deemed to be a beneficial owner of Shares held directly by the Fund because it is the sole general partner of the Fund. The General Partner does not own any Shares for its own account, and disclaims beneficial ownership of the Shares reported herein.

(3)

The Manager is deemed to be a beneficial owner of the Shares reflected in Item 4 below because it (i) acts as investment adviser to the Fund and (ii) acts as investment adviser to certain separately managed accounts that are the direct holders of an aggregate amount of 234,238 Shares. The Manager does not own any Shares for its own account, and disclaims beneficial ownership of the Shares reported herein.

(4)

Mr. Arens both (i) directly holds 125,000 Shares held in a joint spousal account for which he shares control, and (ii) is deemed to be the beneficial owner of the Shares with respect to which the Manager has investment power because Mr. Arens controls the Manager in his position as the managing member and majority owner of the Manager. Mr. Arens does not own any of the Shares reported under the foregoing clause (ii), and disclaims beneficial ownership of such Shares.

Address of Principal Business Office or, if None, Residence:

Item 2(b).

Each of the reporting persons identified in Item 2(a) has its principal business office at:

3300 Edinborough Way, Suite 201, Edina, MN 55435

Item 2(c). Citizenship:

First Light Focus Fund, LP – Delaware limited partnership

First Light Focus Fund GP, LLC – Delaware limited liability company

First Light Asset Management, LLC – Delaware limited liability company

Mathew P. Arens – United States citizen

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value

Item 2(e). CUSIP Number:

875372104

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

CUSIP 875372104 Page 7 of 10
No .

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);

(j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
First Light Focus Fund, LP –
4,500,000

First Light Focus Fund GP, LLC
– 4,500,000

First Light Asset Management,
LLC – 4,734,238

Mathew P. Arens – 4,859,238

(b) Percent of class:¹

First Light Focus Fund, LP –
10.08%

First Light Focus Fund GP, LLC
– 10.08%

First Light Asset Management,
LLC – 10.61%

Mathew P. Arens – 10.89%

(c) Number of shares as to which
such person has:

(i) Sole power to vote or to
direct the vote
First Light Focus Fund,
LP – 0

First Light Focus Fund
GP, LLC – 0

First Light Asset
Management, LLC – 0

Mathew P. Arens – 0

(ii) Shared power to vote or
to direct the vote
First Light Focus Fund,
LP – 4,500,000

First Light Focus Fund
GP, LLC – 4,500,000

First Light Asset
Management, LLC –
4,734,238

Mathew P. Arens –
4,859,238

(iii) Sole power to dispose or
to direct the disposition
of

First Light Focus Fund,
LP – 0

First Light Focus Fund
GP, LLC – 0

First Light Asset
Management, LLC – 0

Mathew P. Arens – 0

(iv) Shared power to dispose
or to direct the
disposition of
First Light Focus Fund,
LP – 4,500,000

First Light Focus Fund
GP, LLC – 4,500,000

First Light Asset
Management, LLC –
4,734,238

Mathew P. Arens –
4,859,238

¹ Percentage calculated based on 44,619,404 aggregate shares of common stock issued and outstanding as of February 16, 2018 following the closing of the underwritten public offering of the issuer's common stock, as reported in the Form 8-K filed by the issuer on February 14, 2018, and as further described in the Rule 424(b)(4) prospectus filed by the issuer on February 9, 2018.

CUSIP No . 875372104 Page 8 of 10

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FIRST LIGHT FOCUS FUND,
LP

Date: February 16, 2018

By:

Name: Jin K. Lien
Title: Chief Compliance Officer

FIRST LIGHT FOCUS FUND
GP, LLC

Date: February 16, 2018

By:
Name: Jin K. Lien
Title: Chief Compliance Officer

FIRST LIGHT ASSET
MANAGEMENT, LLC

Date: February 16, 2018

By:
Name: Jin K. Lien
Title: Chief Compliance Officer

Date: February 16, 2018

By:
Name: Mathew P. Arens
Title:

CUSIP No . 875372104 Page 9 of 10

Exhibit A

JOINT FILING AGREEMENT

The Undersigned agree that the statement on Schedule 13G with respect to the common stock of Tandem Diabetes Care, Inc., dated as of February 16, 2018, is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

**FIRST LIGHT FOCUS FUND,
LP**

By:
Name: Jin K. Lien
Title: Chief Compliance Officer

**FIRST LIGHT FOCUS FUND
GP, LLC**

By:
Name: Jin K. Lien
Title: Chief Compliance Officer

**FIRST LIGHT ASSET
MANAGEMENT, LLC**

By:
Name: Jin K. Lien
Title: Chief Compliance Officer

Signature:
Name: Mathew P. Arens

