

Morrison Susan
Form 4
March 04, 2019

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 *
Morrison Susan

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)
03/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CAO

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

(Street)

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

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

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/01/2019 | | M | | | 50,000 | A | \$ 2.59 | 53,745 | D | |
| Common Stock | 03/01/2019 | | M | | | 4,597 | A | \$ 9 | 58,342 | D | |
| Common Stock | 03/01/2019 | | M | | | 4,121 | A | \$ 11.059 | 62,463 | D | |
| Common Stock | 03/01/2019 | | M | | | 1,282 | A | \$ 11.059 | 63,745 | D | |
| Common Stock | 03/01/2019 | | S | | | 34,646 | D | \$ 67.35 (1) | 29,099 | D | |

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Common Stock 03/01/2019 S 25,354 D \$ 68.39
 (2) 3,745 D

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

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(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 | 03/01/2019 | | M | 50,000 | <u>(3)</u> 12/01/2027 | Common Stock | 50,000 |
| Stock Option | \$ 9 | 03/01/2019 | | M | 4,597 | <u>(4)</u> 05/17/2027 | Common Stock | 4,597 |
| Stock Option | \$ 11.059 | 03/01/2019 | | M | 4,121 | <u>(5)</u> 04/23/2023 | Common Stock | 4,121 |
| Stock Option | \$ 11.059 | 03/01/2019 | | M | 1,282 | <u>(5)</u> 04/23/2023 | Common Stock | 1,282 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Morrison Susan C/O TANDEM DIABETES CARE, INC., 11075 ROSELLE STREET SAN DIEGO, CA 92121 | | | EVP & CAO | |

Signatures

/s/ David B. Berger, Attorney-in-Fact for Susan M. Morrison

03/04/2019

__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) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2018, in multiple transactions at prices ranging from \$67.00 to \$67.99.
- (2) The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2018, in multiple transactions at prices ranging from \$68.00 to \$68.89.
- (3) 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
- (4) Twenty five percent (25%) of the underlying shares subject to the option vested on 05/17/2018, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter
- (5) The date of the option was 4/23/2013. All shares subject to the option vest in 24 equal monthly installments commencing on 4/23/2013.

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.