

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under 240.14a-12

Tandem Diabetes Care, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

TANDEM DIABETES CARE, INC.
 12400 HIGH BLUFF DRIVE
 SAN DIEGO, CA 92130



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 23, 2023 for shares held directly and by 11:59 P.M. ET on May 21, 2023 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/TNDM2023

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 23, 2023 for shares held directly and by 11:59 P.M. ET on May 21, 2023 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V13850-P86962

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

TANDEM DIABETES CARE, INC.

The Board of Directors recommends you vote FOR each of the following:

- To elect four Class I directors and three Class III directors for a one-year term expiring at the 2024 annual meeting of stockholders.

Nominees:	For Against Abstain			The Board of Directors recommends you vote FOR proposals 2, 3 and 4.	For Against Abstain		
	For	Against	Abstain		For	Against	Abstain
1a. Kim D. Blickenstaff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. To approve the Company's 2023 Long-Term Incentive Plan, which will replace the 2013 Stock Incentive Plan expiring on November 15, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Myoungil Cha	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Peyton R. Howell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Joao Paulo Falcao Malagueira	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	NOTE: The Board of Directors may transact such other business as may properly be brought before the annual meeting of stockholders, or at any adjournment or postponement thereof.			
1e. Kathleen McGroddy-Goetz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1f. John F. Sheridan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1g. Christopher J. Twomey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Your **Vote** Counts!

TANDEM DIABETES CARE, INC.

2023 Annual Meeting

Vote by May 23, 2023 11:59 PM ET. For shares held in a Plan, vote by May 21, 2023 11:59 PM ET.

TANDEM DIABETES CARE, INC.
12400 HIGH BLUFF DRIVE
SAN DIEGO, CA 92130



V04068-P86962

You invested in TANDEM DIABETES CARE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on Wednesday, May 24, 2023 at 3:00 p.m. Pacific Time.**

Get informed before you vote

View the Notice of Annual Meeting of Stockholders, Proxy Statement, Form of Electronic Proxy Card and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

Wednesday, May 24, 2023
3:00 PM PDT

Virtually at:
www.virtualshareholdermeeting.com/TNDM2023

*Please check the meeting materials for any special requirements for meeting attendance.

V1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect four Class I directors and three Class III directors for a one-year term expiring at the 2024 annual meeting of stockholders. Nominees:	
1a. Kim D. Blickenstaff	✔ For
1b. Myoungil Cha	✔ For
1c. Peyton R. Howell	✔ For
1d. Paulo Falcao	✔ For
1e. Kathleen McGroddy-Goetz	✔ For
1f. John F. Sheridan	✔ For
1g. Christopher J. Twomey	✔ For
2. To approve the Company's 2023 Long-Term Incentive Plan, which will replace the 2013 Stock Incentive Plan expiring on November 15, 2023.	✔ For
3. To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	✔ For
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	✔ For
NOTE: The Board of Directors may transact such other business as may properly be brought before the annual meeting of stockholders, or at any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".