
**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:



2019 Annual Meeting of Stockholders

Tandem Diabetes Care's original Annual Meeting of Stockholders was adjourned and will reconvene on **June 18, 2019 at 2:00 p.m. (Pacific Time)**. The original meeting was adjourned and rescheduled because more than a third of shares outstanding as of March 28, 2019 had not yet voted on several proposals.

PROPOSAL	DESCRIPTION	RECOMMENDATION
1	Election of Directors: The election of three Class III directors to serve a three-year term.	For (3 nominees)
2	Ratification of the Appointment of Independent Registered Public Accounting Firm: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019.	For
3	Approval of Amendments to our 2013 Plan: To approve amendments to our Amended and Restated 2013 Stock Incentive Plan, or our 2013 Plan, to: (i) increase the number of shares of our Common Stock reserved under our 2013 Plan by 5,000,000 shares, or from 6,726,135 shares to 11,726,135 shares, and (ii) change the methodology for determining the equity awards granted to our non-employee directors pursuant to our director compensation program.	For
4	Advisory Approval of the Compensation of our Named Executive Officers: To approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in the "Compensation Discussion and Analysis" section of the Proxy Statement.	For
5	Advisory Approval of the Frequency of Future Stockholder Advisory Votes to Approve the Compensation of our Named Executive Officers: To approve, on a non-binding, advisory basis, the frequency of future stockholder advisory votes to approve the compensation of our named executive officers.	Every 1 year

✓ Why Approval is Recommended

Proposal 3

- Historical option pool was depleted for option grants with 2-year vesting period to retain employees during challenging financial times
- The overwhelming majority of options granted under the existing share reserve under the plan will be vested as of June 2020
- New option pool will align recipients with stockholders to build long-term shareholder value grants
- New option grants with 4-year vesting period will attract new talent and retain key personnel

Proposal 4

- Extraordinary increase in stockholder value since 2017 due to transformative financial and operating performance
- Our executive compensation program, balances a strong pay-for-performance philosophy together with an appropriate focus on recruiting and retaining key talent
- Former President and CEO, Kim Blickenstaff, voluntarily accepted a 2018 base salary of \$1 and earned a cash bonus, only upon our achievement of significant financial objectives
- As Executive Chairman, Kim Blickenstaff continues to play a significant role in the development of our long-term strategy and is a highly visible company representative with the investment community

Your vote is very important!

We encourage you to submit your proxy or voting instructions as soon as possible. Please see reverse side for more information on voting procedures.

Key 2018 Accomplishments

- Achieved \$183.9M in annual sales reflecting 71% year over year growth
- FDA approval and launch of our t:slim X2™ insulin pump with Basal-IQ® technology
- Opened a new manufacturing facility and leveraged infrastructure to meet growing demand
- Commenced sales in international markets
- Fully repaid debt obligations

Key 2019 1st Quarter Accomplishments

- Achieved \$66.0 million in 1st Quarter sales reflecting 142% year over year growth
- Pump shipments increased 232% to nearly 15,000 insulin pumps
- t:slim X2 pump received FDA approval as the first Alternate Controller Enabled (ACE) Pump
- Commenced sales in Canada
- Increased annual sales guidance to \$300M-\$315M representing 63%-71% year over year growth



Voting Procedures

We encourage you to submit your proxy or voting instructions as soon as possible.

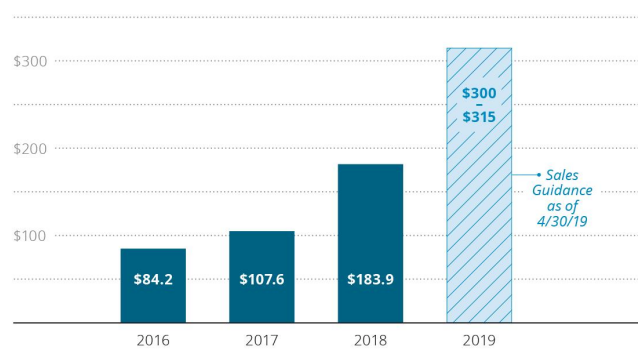
HAVE YOUR CONTROL NUMBER?

We urge you to vote by proxy at voteproxy.com or by calling toll-free (800) 776-9437. You may also vote in person at the Annual Meeting.

DON'T HAVE YOUR CONTROL NUMBER?

Please call our proxy solicitation firm, Georgeson, at (800) 733-6198 to obtain the number.

▼ FIGURE 1: Sales Growth. Dollars in millions.



▼ FIGURE 2: Increased Stock Price. Dollars per share.



Additional Information

This notice should be read in conjunction with the Proxy Statement, and any additional soliciting materials that we have filed or may file with the U.S. Securities and Exchange Commission (SEC), which we encourage you to read carefully and in its entirety before making a voting decision.

