

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 3, 2022

Tandem Diabetes Care, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)
11075 Roselle Street
San Diego California
(Address of principal executive offices)

001-36189
(Commission
File Number)

20-4327508
(I.R.S. Employer
Identification No.)
92121
(Zip Code)

Registrant's telephone number, including area code: (858) 366-6900

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	TNDM	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On February 22, 2022, we issued a press release reporting our financial results for the quarter and year ended December 31, 2021. This press release has been furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

The information under this Item 2.02 and Exhibit 99.1 hereto is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c) Appointment of Officer

On February 3, 2022, the Board of Directors appointed David B. Berger, age 52, to serve as the Company’s Executive Vice President, Chief Operating Officer and Assistant Secretary. Mr. Berger previously served as our Chief Business Operations and Compliance Officer since November 2020, as our Executive Vice President, Chief Legal and Compliance Officer since April 2019, and as General Counsel since August 2013. From January 2008 until August 2013, Mr. Berger was employed at Senomyx, Inc., a taste science company, where he most recently served as Senior Vice President and General Counsel. From April 2003 until October 2007, Mr. Berger was responsible for all commercial aspects of legal affairs at Biosite Incorporated, a provider of medical diagnostic products, most recently serving as Vice President, Legal Affairs. Previously, Mr. Berger was an attorney at Cooley Godward LLP and Amylin Pharmaceuticals, Inc. Mr. Berger holds a B.A. in Economics from the University of California, Berkeley and a J.D. from Stanford Law School.

No Arrangements or Understandings

There are no arrangements or understandings pursuant to which Mr. Berger was appointed to his positions as set forth above.

Family Relationships

There are no family relationships between Mr. Berger and the directors or executive officers of the Company.

No Related Party Transactions

Except as described or referenced herein, or other customary and ordinary benefits offered to our employees, Mr. Berger has not entered into any transactions (i) with the Company, (ii) with any of the Company’s directors or executive officers, (iii) with any security holder who is known to the Company to own of record or beneficially more than five percent (5.0%) of any class of the Company’s voting securities or (iv) with any member of the immediate family of any of the foregoing persons in amounts greater than \$120,000, nor are any such transactions contemplated.

Mr. Berger is currently subject to the Company’s customary indemnification agreement for officers and directors. Further, Mr. Berger is subject to the compensation arrangements described below. In addition, Mr. Berger has an existing Amended and Restated Employment Severance Agreement (the “Severance Agreement”). Under the terms of the Severance Agreement, if, on or within three (3) months prior to or twelve (12) months after a “change of control”, Mr. Berger’s employment terminates as a result of an “involuntary termination” or a resignation for “good reason” (each as defined in the Severance Agreement), he shall receive the following severance benefits: (i) during the eighteen (18) month period immediately following the date of the involuntary termination or the resignation for good reason, as applicable, a continuation of the monthly portion of his base salary in effect on the date of termination, as well as his target cash bonus for the year in which the termination occurs, less applicable withholdings and deductions; and (ii) (a) all of Mr. Berger’s outstanding unvested equity awards shall vest as of the date of such involuntary termination or resignation for good reason (and he shall have the right to exercise all such equity awards), (b) all of the Company’s rights to repurchase vested and unvested equity awards from him shall lapse as to that number of shares with respect to which such repurchase rights have yet to lapse and (c) any right of the Company to repurchase any equity awards shall terminate, including under any right of first refusal.

(e) Compensatory Arrangements of Board of Directors and Certain Officers

On February 18, 2022, the Compensation Committee approved the compensatory arrangements for the Company's executive officers as described below following their annual review of benchmark data provided by the Company's independent compensation consultant. In addition, on February 21, 2022, the Board of Directors approved the compensatory arrangements for the Company's non-employee directors, based on the recommendation of the Compensation Committee.

2022 Compensation for Board of Directors

Cash Compensation

The following arrangements were made regarding the annual cash retainers for service on the Company's Board of Directors in 2022, effective March 1, 2022. These annual retainer amounts are pro-rated and paid on a quarterly basis, and are depicted below with comparisons to the 2021 annual cash retainer amounts.

Position	2021 Annual Cash Retainer	2022 Annual Cash Retainer
Member Retainers		
Board	\$ 53,000	No change
Audit Committee	\$ 10,000	No change
Compensation Committee	\$ 9,000	No change
Nominating & Corporate Governance Committee	\$ 6,300	No change
Cybersecurity and Data Privacy Subcommittee	N/A	\$ 5,000
Incremental Retainers		
Board Chair	\$ 115,000	\$ 50,000
Lead Independent Director	\$ 40,000	\$ 25,000
Audit Committee Chair	\$ 13,000	No change
Compensation Committee Chair	\$ 10,000	No change
Nominating & Corporate Governance Committee Chair	\$ 10,000	No change

2022 Base Salary for Named Executive Officers

For fiscal year 2022, a merit increase of approximately 3% base salary compensation will be made for each of John F. Sheridan, the Company's President and Chief Executive Officer, David B. Berger, the Company's Executive Vice President and Chief Operating Officer; Brian B. Hansen, the Company's Executive Vice President and Chief Commercial Officer; Susan M. Morrison, Executive Vice President and Chief Administrative Officer; and Leigh A. Vosseller, the Company's Executive Vice President and Chief Financial Officer. The base salary amounts received for fiscal year 2021 and to be received for fiscal year 2022 by Mr. Sheridan, Mr. Berger, Mr. Hansen, Ms. Morrison and Ms. Vosseller are set forth opposite their names in the table below:

Name	2021 Base Salary	2022 Base Salary ⁽¹⁾
John F. Sheridan	\$ 690,000	\$ 710,700
David B. Berger	\$ 424,360	\$ 437,091
Brian B. Hansen	\$ 424,360	\$ 437,091
Susan M. Morrison	\$ 424,360	\$ 437,091
Leigh A. Vosseller	\$ 424,360	\$ 437,091

(1) Increases effective on February 21, 2022.

2022 Short Term Incentive Cash Bonus Plan for Named Executive Officers

On February 18, 2022, the Compensation Committee approved the adoption of a cash incentive bonus plan that will be utilized to calculate the cash bonuses that may become payable to the Company's executive officers and other senior management personnel with respect to fiscal year 2022 (the "2022 Cash Bonus Plan"). The 2022 Cash Bonus Plan is designed with our "Pay for Performance" philosophy to align the interests of plan participants with the Company's business goals and strategies, and to further the objectives of the Company's executive compensation program. As discussed below, the 2022 Cash Bonus Plan is intended to reward plan participants for their individual contributions to the Company's achievement of pre-established Company objectives.

Target Cash Bonus Amount

The target cash bonus amount for each plan participant is set as a percentage of the participant's base salary as determined by the Board. The 2022 base salary, target percentage and resulting target cash bonus amount for each named executive officer is set forth in the table below:

Name	2022 Base Salary	Target Percentage	Target Cash Bonus
John F. Sheridan	\$ 710,700	100%	\$ 710,700
David B. Berger	\$ 437,091	60%	\$ 262,255
Brian B. Hansen	\$ 437,091	60%	\$ 262,255
Susan M. Morrison	\$ 437,091	60%	\$ 262,255
Leigh A. Vosseller	\$ 437,091	60%	\$ 262,255

Company Performance Objectives

Cash bonuses may be earned under the 2022 Cash Bonus Plan based on the achievement by the Company of specified financial performance objectives, a product development milestone, and a customer-related objective. The percentage of the target cash bonus for each named executive officer that is subject to the financial performance objectives, product development milestone and customer-related objective, respectively, is set forth in the table below:

2022 Cash Bonus Plan Component	Percentage of Target Bonus
Financial Performance Objectives	80%
Product Development Milestone	10%
Customer-related Objective	10%
TOTAL	100%

Bonus payments under the 2022 Cash Bonus Plan, if any, will be made at the discretion of the Compensation Committee. Each of the three components of the 2022 Cash Bonus Plan may be earned independent of one another. If the Company does not achieve any portion of the Cash Bonus Plan, no payouts will be made unless the Compensation Committee, in its sole discretion, determines that there are other factors that merit consideration in the determination of bonus awards, which may be determined on an individual basis.

Company Financial Performance Objectives

The portion of the cash bonuses that relates to the Company financial performance objectives may be earned based on the Company's actual revenue for fiscal year 2022 as compared to a pre-established 2022 revenue target (the "**Revenue Target**"). Subject to the foregoing, the Company financial performance objective portion of the cash bonuses may be earned under the 2022 Cash Bonus Plan as follows:

- A minimum percentage growth rate over the Company's actual 2021 revenue, which places the Company's revenue for 2022 at 90% of the Revenue Target (the "**Minimum Revenue Target**"), must be achieved for 50% bonus to be earned under the financial performance objectives portion of the 2022 Cash Bonus Plan.
- If the Company's actual revenues are between the Minimum Revenue Target and the Revenue Target, the goal achievement for the financial performance objectives will be calculated proportionately on a straight-line basis from 50% to 100%.
- If the Company's actual revenues exceed the Revenue Target, up to 200% of the bonus may be earned upon achievement of 110% or greater of the Revenue Target (the "**Outperformance Revenue Target**"). The outperformance goal achievement will be calculated proportionately on a straight-line basis from 100% at the Revenue Target up to 200% at the Outperformance Revenue Target. In the event of an outperformance achievement, the Company must also achieve at least a minimum adjusted Earnings before Interest, Taxes, Depreciation and Amortization (and further excluding non-cash stock based compensation expense and any accrual for the payment pursuant to the 2022 Cash Bonus Plan) ("**EBITDA**") margin percentage (the "**Minimum Operating Percentage Target**").

Company Product Development Milestone

The portion of the cash bonuses that relates to the Company product development milestone generally requires the Company to achieve regulatory submission of the product. An individual product development milestone must be achieved within a required time period for the applicable portion of the 2022 Cash Bonus Plan to be achieved. Defined time periods serve as both a minimum threshold for achieving 50% payout and an outperformance threshold for achieving up to 200% payout under this portion of the 2022 Cash Bonus Plan. Overall goal achievement is subject to the Compensation Committee's final discretion, and determination of the Company's product development milestone will be based on the level of achievement by the Company during fiscal year 2022.

Customer-Related Objective

The portion of the cash bonuses that relates to the Company customer-related objective generally requires the Company to achieve a minimum annual metric related to customer support and services. Defined metrics serve as both a minimum threshold for achieving 50% payout and an outperformance threshold for achieving up to 200% payout under this portion of the 2022 Cash Bonus Plan. Overall goal achievement is subject to the Compensation Committee's final discretion, and determination of the Company's customer-related objective will be based on the level of achievement by the Company during fiscal year 2021.

The foregoing summary of the terms of the 2022 Cash Bonus Plan does not purport to be complete and is qualified in its entirety by the terms of the 2022 Cash Bonus Plan, which the Company will file as an exhibit to its Form 10-Q for the fiscal quarter ended March 31, 2022.

2021 Cash Bonus for Named Executive Officers

On February 18, 2022, the Compensation Committee approved the payout of a cash incentive bonus with respect to the fiscal year ending December 31, 2021 that totaled 133.9% of their previously disclosed 2021 Cash Bonus Plan targets for Mr. Sheridan, Mr. Berger, Mr. Hansen, Ms. Morrison and Ms. Vosseller. The payout amounts were calculated based on 2021 salaries paid and pursuant to the previously-disclosed 2021 Cash Bonus Plan.

The amounts awarded to Mr. Sheridan, Mr. Berger, Mr. Hansen, Ms. Morrison and Ms. Vosseller are set forth opposite their names in the table below:

Name		2021 Cash Bonus
John F. Sheridan	\$	905,370
David B. Berger	\$	339,403
Brian B. Hansen	\$	339,403
Susan M. Morrison	\$	339,403
Leigh A. Vosseller	\$	339,403

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Number	Description
99.1	Press release of Tandem Diabetes Care, Inc. dated February 22, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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FOR IMMEDIATE RELEASE

**Tandem Diabetes Care Announces Fourth Quarter and Full Year 2021 Financial Results
and 2022 Financial Guidance**

San Diego, February 22, 2022 - Tandem Diabetes Care, Inc. (NASDAQ: TNDM), a leading insulin delivery and diabetes technology company, today reported its financial results for the quarter and year ended December 31, 2021 and financial guidance for the year ending December 31, 2022.

2021 FINANCIAL HIGHLIGHTS

In comparing the year ended December 31, 2021 to the same period of 2020:

- Sales increased 41 percent to \$702.8 million
- Worldwide pump shipments increased 41 percent to 128,312 pumps
- Gross margin improved 2 percentage points to 54 percent of sales
- Achieved positive annual operating margin
- Adjusted EBITDA⁽¹⁾ increased to 14 percent of sales

“Our fourth quarter performance was a strong finish to a record year in which we furthered our global leadership position in insulin therapy management,” said John Sheridan, president and chief executive officer. “We look to continue driving growth through innovation in 2022 and beyond by offering solutions that meet the different needs and preferences of people living with diabetes.”

“Our top financial priority is investing in product and business model innovations to deliver sustained, high revenue growth,” said Leigh Vosseller, executive vice president and chief financial officer. “We remain confident in achieving our long-term profitability objectives through global market expansion, innovation and continuous operational improvement.”

Fourth Quarter 2021 Financial Results Compared to Fourth Quarter 2020

- **Sales:** Worldwide sales increased 25 percent to \$210.0 million, which included sales outside the United States of \$49.1 million. This is compared to worldwide sales of \$168.1 million, which included sales of \$28.7 million outside the United States.
- **Gross profit:** Gross profit increased 26 percent to \$113.7 million, compared to \$90.6 million. Gross margin was 54 percent, which is the same as the fourth quarter of 2020.
- **Operating income:** Operating income totaled \$12.7 million, or 6 percent of sales, compared to \$18.7 million, or 11 percent of sales. Adjusted EBITDA⁽¹⁾ was \$33.4 million, compared to \$35.4 million, or 16 percent and 21 percent of sales, respectively.
- **Net income:** Net income was \$10.8 million, compared to \$17.0 million.

Full Year 2021 Financial Results Compared to Full Year 2020

- **Sales:** Worldwide sales increased 41 percent to \$702.8 million, which included sales outside the United States of \$177.9 million. This is compared to worldwide sales of \$498.8 million, which included \$83.2 million outside the United States.
- **Gross profit:** Gross profit increased 44 percent to \$376.2 million, compared to \$260.5 million. Gross margin improved to 54 percent of sales from 52 percent of sales.
- **Operating Income (loss):** Operating income was \$22.7 million, or 3 percent of sales, compared to an operating loss of \$8.0 million, or negative 2 percent of sales. For the year ended 2021, adjusted EBITDA⁽¹⁾ was \$97.2 million, or 14 percent of sales, compared to \$60.9 million, or 12 percent of sales.
- **Net income (loss):** Net income was \$15.6 million, compared to a net loss of \$34.4 million.

See tables for additional financial information.

2022 Financial Guidance

For the year ending December 31, 2022, the Company is providing financial guidance as follows:

- Sales are estimated to be in the range of \$845 million to \$860 million, which represents an annual sales growth of 20% percent to 22% percent compared to 2021
 - Includes sales outside the United States of approximately \$215 million to \$220 million
- Gross margin is estimated to be approximately 54 percent
- Adjusted EBITDA⁽¹⁾ is estimated to be in the range of 14 percent to 15 percent of sales
- Non-cash charges included in cost of goods sold and operating expenses are estimated to be approximately \$90 million, which include:
 - Approximately \$75 million non-cash, stock-based compensation expense
 - Approximately \$15 million depreciation and amortization expense

(1) See "Non-GAAP Financial Measures" below. EBITDA is a non-GAAP financial measure defined as net income (loss) excluding income taxes, interest and other non-operating items and depreciation and amortization. Adjusted EBITDA further adjusts for the change in fair value of common stock warrants and non-cash stock-based compensation expense. This definition of Adjusted EBITDA may differ from similar measures used by other companies, even when similar terms are used to identify such measures. Adjusted EBITDA is a key measure used by the Company to evaluate operating performance, generate future operating plans and make strategic decisions for the allocation of capital. The Company presents Adjusted EBITDA to provide information that may assist investors in understanding its financial results. However, Adjusted EBITDA is not intended to be a substitute for net income (loss).

Non-GAAP Financial Measures

Certain non-GAAP financial measures are presented in this press release, including adjusted EBITDA, to provide information that may assist investors in understanding the Company's financial results and assessing its prospects for future performance. We believe these non-GAAP financial measures are important indicators of our operating performance because they exclude items that are unrelated to, and may not be indicative of, our core operating results. These non-GAAP financial measures, as we calculate them, may not necessarily be comparable to similarly titled measures of other companies and may not be appropriate measures for comparing the performance of other companies relative to the Company. These non-GAAP financial results are not intended to represent, and should not be considered to be more meaningful measures than, or alternatives to, measures of operating performance as determined in accordance with GAAP. To the extent we utilize such non-GAAP financial measures in the future, we expect to calculate them using a consistent method from period to period. A reconciliation of each of the GAAP financial measures to the most directly comparable non-GAAP financial measures has been provided under the heading "Reconciliation of GAAP versus Non-GAAP Financial Results" in the financial statement tables attached to this press release. Consistent with SEC regulations, we have not provided a reconciliation of forward-looking non-GAAP financial measures to the most directly comparable GAAP financial measures in reliance on the "unreasonable efforts" exception set forth in the applicable regulations, because there is substantial uncertainty associated with predicting any future adjustments that we may make to our GAAP financial measures in calculating our non-GAAP financial measures.

Conference Call

The Company will hold a conference call and simultaneous webcast today at 4:30pm Eastern Time (1:30pm Pacific Time). The link to the webcast will be available by accessing the Events & Presentations tab in the Investor Center of the Tandem Diabetes Care website at <http://investor.tandemdiabetes.com>, and will be archived for 30 days. To listen to the conference call via phone, please dial 855-427-4396 (U.S./Canada) or 484-756-4261 (International) and use the participant code "1529844."

About Tandem Diabetes Care, Inc.

Tandem Diabetes Care, Inc. (www.tandemdiabetes.com) is a medical device company dedicated to improving the lives of people with diabetes through relentless innovation and revolutionary customer experience. The Company takes an innovative, user-centric approach to the design, development and commercialization of products for people with diabetes who use insulin. Tandem's flagship product, the t:slim X2 insulin pump, is capable of remote software updates using a personal computer and features integrated continuous glucose monitoring. Tandem is based in San Diego, California.

Tandem Diabetes Care is a registered trademark and t:slim X2 and Control-IQ are trademarks of Tandem Diabetes Care, Inc.

Follow Tandem Diabetes Care on Twitter @tandemdiabetes; use #t:slimX2 and \$TNDM.

Follow Tandem Diabetes Care on Facebook at www.facebook.com/TandemDiabetes.

Follow Tandem Diabetes Care on LinkedIn at <https://www.linkedin.com/company/tandemdiabetes>.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. These forward-looking statements include statements regarding, among other things, the Company's projected financial results. The Company's actual results may differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties. For instance, the Company's ability to achieve projected financial results will be impacted by market acceptance of the Company's existing products and products under development by physicians and people with diabetes; the Company's ability to establish and sustain operations to support international sales, including expansion into additional geographies; changes in reimbursement rates or insurance coverage for the Company's products; the Company's ability to meet increasing operational and infrastructure requirements from higher customer interest and a larger base of existing customers; the Company's ability to complete the development and launch of new products when anticipated; the potential that newer products, or other technological breakthroughs for the monitoring, treatment or prevention of diabetes, may render the Company's products obsolete or less desirable; the depth and duration of the evolving COVID-19 pandemic, and the global response thereto; reliance on third-party relationships, such as outsourcing and supplier arrangements; global economic conditions; and other risks identified in the Company's most recent Annual Report on Form 10-K and other documents that the Company files with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Tandem undertakes no obligation to update or review any forward-looking statement in this press release because of new information, future events or other factors.

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TANDEM DIABETES CARE, INC.
Table A
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	December 31, 2021	December 31, 2020
Assets		
Current assets:		
Cash, cash equivalents and short-term investments	\$ 623,811	\$ 484,936
Accounts receivable, net	110,725	82,195
Inventories	68,551	63,721
Other current assets	8,433	6,383
Total current assets	811,520	637,235
Property and equipment, net	50,386	50,022
Operating lease right-of-use assets	27,503	19,773
Other long-term assets	15,728	9,385
Total assets	\$ 905,137	\$ 716,415
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable, accrued expenses and employee-related liabilities	\$ 89,007	\$ 56,747
Deferred revenue	10,182	6,082
Common stock warrants	147	14,261
Operating lease liabilities	9,279	9,421
Other current liabilities	23,241	17,341
Total current liabilities	131,856	103,852
Convertible senior notes, net - long-term	281,467	202,984
Operating lease liabilities - long-term	23,922	15,914
Other long-term liabilities	34,780	27,360
Total liabilities	472,025	350,110
Total stockholders' equity	433,112	366,305
Total liabilities and stockholders' equity	\$ 905,137	\$ 716,415

TANDEM DIABETES CARE, INC.
Table B
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	(Unaudited)			
	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
Sales	\$ 209,996	\$ 168,065	\$ 702,799	\$ 498,830
Cost of sales	96,267	77,509	326,584	238,310
Gross profit	113,729	90,556	376,215	260,520
Operating expenses:				
Selling, general and administrative	71,498	54,518	261,508	204,903
Research and development	29,493	17,376	92,054	63,574
Total operating expenses	100,991	71,894	353,562	268,477
Operating income (loss)	12,738	18,662	22,653	(7,957)
Total other expense, net	(1,593)	(1,624)	(6,752)	(28,325)
Income (loss) before income taxes	11,145	17,038	15,901	(36,282)
Income tax expense (benefit)	337	38	335	(1,900)
Net income (loss)	\$ 10,808	\$ 17,000	\$ 15,566	\$ (34,382)
Net income (loss) per share, basic	\$ 0.17	\$ 0.27	\$ 0.25	\$ (0.56)
Net income (loss) per share, diluted	\$ 0.16	\$ 0.22	\$ 0.24	\$ (0.56)
Weighted average shares used to compute basic net income (loss) per share	63,650	62,249	63,000	60,990
Weighted average shares used to compute diluted net income (loss) per share	65,927	65,677	64,349	60,990

TANDEM DIABETES CARE, INC.

Table C

SALES BY GEOGRAPHY

(\$'s in thousands)

	(Unaudited)			Year Ended December 31,		
	Three Months Ended December 31,		% Change	Year Ended December 31,		% Change
	2021	2020		2021	2020	
Domestic:						
Pump	\$ 98,174	\$ 94,306	4%	\$ 319,898	\$ 269,856	19%
Infusion sets	43,136	30,860	40%	140,387	99,743	41%
Cartridges	19,239	13,924	38%	63,375	45,342	40%
Other	333	250	33%	1,247	739	69%
Total Domestic Sales	\$ 160,882	\$ 139,340	15%	\$ 524,907	\$ 415,680	26%
International:						
Pump	\$ 26,158	\$ 16,866	55%	\$ 96,458	\$ 44,851	115%
Infusion sets	15,989	9,222	73%	57,063	28,016	104%
Cartridges	6,631	2,569	158%	23,509	9,884	138%
Other	336	68	394%	862	399	116%
Total International Sales	\$ 49,114	\$ 28,725	71%	\$ 177,892	\$ 83,150	114%
Total Worldwide Sales	\$ 209,996	\$ 168,065	25%	\$ 702,799	\$ 498,830	41%

TANDEM DIABETES CARE, INC.

Table D

PUMP SHIPMENTS

	Three Months Ended December 31,			Year Ended December 31,		
	2021	2020	% Change	2021	2020	% Change
Pumps Shipped:						
Domestic	25,712	24,552	5%	83,317	70,825	18%
International	11,873	8,133	46%	44,995	19,946	126%
Total Pumps Shipped	37,585	32,685	15%	128,312	90,771	41%

TANDEM DIABETES CARE, INC.

Table E

Reconciliation of GAAP versus Non-GAAP Financial Results (Unaudited)

<i>(in thousands)</i>	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
GAAP net income (loss)	\$ 10,808	\$ 17,000	\$ 15,566	\$ (34,382)
Income tax expense (benefit)	337	38	335	(1,900)
Interest income and other, net	47	(332)	(674)	(1,567)
Interest expense	1,514	4,775	6,040	12,805
Depreciation and amortization	3,520	3,427	13,845	10,451
EBITDA	16,226	24,908	35,112	(14,593)
Change in fair value of common stock warrants	32	(2,819)	1,386	17,087
Stock-based compensation expense	17,099	13,308	60,752	58,431
Adjusted EBITDA	\$ 33,357	\$ 35,397	\$ 97,250	\$ 60,925