

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>CAHILL EDWARD L</u> (Last) (First) (Middle) <u>C/O HLM VENTURE PARTNERS,</u> <u>222 BERKELEY STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TANDEM DIABETES CARE INC [TNDM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2013		X		85,096	A	\$7.37	1,739,154	I	Directly owned by HLM Venture Partners II, L.P. ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Preferred Stock Warrant ⁽²⁾	\$7.37	12/30/2013		X		52,316		(3)	08/17/2021	Common Stock 52,316	\$0.00	0	I	Directly owned by HLM Venture Partners II, L.P. ⁽¹⁾
Preferred Stock Warrant ⁽⁴⁾	\$7.37	12/30/2013		X		13,078		(3)	05/25/2022	Common Stock 13,078	\$0.00	0	I	Directly owned by HLM Venture Partners II, L.P. ⁽¹⁾
Preferred Stock Warrant ⁽⁵⁾	\$7.37	12/30/2013		X		19,702		(3)	07/17/2022	Common Stock 19,702	\$0.00	0	I	Directly owned by HLM Venture Partners II, L.P. ⁽¹⁾

Explanation of Responses:

- The Reporting Person is a managing member of HLM Venture Associates II, L.L.C. ("Associates"), the general partner of HLM Venture Partners II, L.P. ("Partners"). As a managing member of Associates, the Reporting Person shares voting and investment power over the securities held by Partners and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such securities held by Partners, except to the extent of his proportionate pecuniary interest therein.
- Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 52,316 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.
- The warrants are immediately exercisable.
- Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 13,078 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.
- Upon consummation of the Issuer's initial public offering, these warrants automatically became exercisable for 19,702 shares of the Issuer's common stock at an exercise price of \$7.37 per share, which reflects the effect of a 1-for-1.6756 reverse stock split that occurred in connection with the initial public offering.

Remarks:

/s/ David B. Berger, Attorney-in-Fact for Edward L. Cahill 01/02/2014

** Signature of Reporting Person Date

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.