
**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): January 8, 2016

Tandem Diabetes Care, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36189
(Commission
File Number)

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

11045 Roselle Street, San Diego, CA
(Address of principal executive offices)

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))
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Item 1.01 Entry Into Material Definitive Agreement.

On January 8, 2016, Tandem Diabetes Care, Inc. (the "Company") entered into a third amendment (the "Third Amendment") to its Amended and Restated Term Loan Agreement (as amended, the "Term Loan Agreement") with Capital Royalty Partners II L.P. and its affiliate funds. The Term Loan Agreement was previously amended by Amendment No. 1 dated June 20, 2014, and Amendment No. 2 dated February 23, 2015.

Under the Term Loan Agreement, the Company has aggregate borrowings outstanding of \$30.0 million (such amount, the "First Tranche"). Pursuant to the Third Amendment, the Company may borrow up to an additional \$50.0 million. The Third Amendment requires the Company to draw \$15.0 million (such amount, the "Second Tranche") in January 2016, and the Third Amendment provides the Company with a one-time option to draw up to an additional \$35.0 million in increments of \$5.0 million on or before December 31, 2016 (such amount, to the extent drawn, the "Third Tranche").

The other principal terms of the Term Loan Agreement were not amended by the Third Amendment. Accordingly, interest continues to be payable, at the Company's option, (i) in cash at a rate of 11.5% per annum or (ii) at a rate of 9.5% of the 11.5% per annum in cash and 2.0% of the 11.5% per annum (the "PIK Loan") to be added to the principal of the loan and subject to accruing interest. Interest-only payments continue to be due quarterly on March 31, June 30, September 30 and December 31 of each year of the interest-only payment period, which ends on December 31, 2019. The principal balance continues to be due on March 31, 2020 (the "Maturity Date"). The Term Loan Agreement provides for prepayment fees of three percent (3.0%) of the outstanding balance of the loan if the loan is repaid prior to March 31, 2015. The prepayment fee is reduced by one percent (1.0%) per year for each subsequent year until maturity. The principal financial covenants continue to require that the Company attain minimum annual revenues of \$50 million in 2015, \$65 million in 2016, \$80 million in 2017 and \$95 million thereafter.

Under the Third Amendment, the Company has agreed to pay, on the earlier of (i) the Maturity Date; (ii) the date that the loan under the Term Loan Agreement becomes due, and (iii) the date on which the Company makes a voluntary pre-payment of the loan, a financing fee equal to three percent (3.0%) of the sum of (x) the aggregate amount of the Second Tranche and Third Tranche drawn, and (y) any PIK Loans issued in relation to the Second Tranche and Third Tranche, if applicable.

The foregoing description of the Term Loan Agreement does not purport to be complete and is qualified in its entirety by the terms and conditions of the Term Loan Agreement, as previously amended, and the Third Amendment, a copy of which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 (the "Annual Report").

Item 2.02 Results of Operations and Financial Condition.

On January 12, 2016, the Company issued a press release announcing its estimated, unaudited revenues for the twelve months ended December 31, 2015, and its estimated, unaudited balance of cash, cash equivalents and short-term investments as of December 31, 2015. The press release also addresses the execution and material terms of the Third Amendment. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The 2015 unaudited financial results contained in the press release are preliminary and subject to adjustment. The final, audited results will be included in the Annual Report.

The information provided under this Item 2.02, including 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth above under Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>
99.1	Press release of Tandem Diabetes Care, Inc. dated January 12, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tandem Diabetes Care, Inc.

Date: January 12, 2016

/s/ David B. Berger

David B. Berger

General Counsel and Secretary

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
99.1	Press release of Tandem Diabetes Care, Inc. dated January 12, 2016.

FOR IMMEDIATE RELEASE**Tandem Diabetes Care Amends Term Loan Facility with CRG
*Increased Borrowing Capacity to Provide Flexibility for Anticipated Growth***

SAN DIEGO, January 12, 2016 – Tandem Diabetes Care[®], Inc. (NASDAQ: TNDM) today announced the amendment of its term loan facility with Capital Royalty Partners II, L.P. and its affiliate funds (“CRG”), which will provide the Company access to \$50 million in addition to the \$30 million borrowed from CRG in January 2013. Under the terms of the amended agreement, Tandem is required to draw \$15 million in January 2016 and has a one-time option to access up to an additional \$35 million on or before December 31, 2016. The interest rate, interest only payment period, and maturity date under the loan facility were unchanged by the amendment.

“With our 2015 accomplishment of approximately \$73 million in sales, and continued anticipated growth of at least 40 percent in 2016, our arrangement with CRG provides us flexibility to best support the needs of our rapidly growing business,” said Kim Blickenstaff, Tandem’s President and Chief Executive Officer. “We will continue to invest in advancing our growth through research and development and commercialization efforts, as well as in the expansion of our manufacturing capacity, to continue delivering innovative products to improve the lives of people with diabetes.”

At December 31, 2015, the Company had approximately \$73 million in cash, cash equivalents and short-term investments, compared to approximately \$84 million at September 30, 2015. The Company’s estimated sales for 2015, and its estimated cash, cash equivalents and short-term investments as of December 31, 2015 are preliminary and subject to adjustment.

About Tandem Diabetes Care, Inc.

Tandem Diabetes Care, Inc. (www.tandemdiabetes.com) is a medical device company with an innovative, user-centric and integrated approach to the design, development and commercialization of products for people with diabetes who use insulin. The Company manufactures and sells the t:slim[®] Insulin Pump, the slimmest and smallest durable insulin pump currently on the market, the t:flex[®] Insulin Pump, the first pump designed for people with greater insulin requirements, and the t:slim G4[™] Insulin Pump, the first CGM-enabled pump with touch-screen simplicity. Tandem is based in San Diego, California.

About CRG L.P.

Founded in 2003, CRG (previously known as Capital Royalty L.P.) is a healthcare-focused investment firm with approximately \$2 billion of assets under management that provides capital to healthcare companies primarily through structured debt and senior secured loans. CRG works across the spectrum of life science products and technologies and targets investment sizes ranging between \$20 million and \$200 million. The firm partners with commercial-stage healthcare companies to provide flexible financing solutions so they can achieve their growth objectives. CRG is headquartered in Houston, Texas with offices in Boulder, Colorado and New York City.

Follow Tandem Diabetes Care on Twitter @tandemdiabetes, use #t:slim, #t:flex, #t:slimG4, #t:connect, #t:simulator 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>.

t:slim, t:flex and Tandem Diabetes Care are registered trademarks, and t:slim G4 is a trademark of Tandem Diabetes Care, Inc.

Forward Looking Statement

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 relate to the anticipated rate of growth of the Company’s sales for 2016, the Company’s projected sales for the fourth quarter and full year 2015, the Company’s balance of cash, cash equivalents and short-term investments as of December 31, 2015, the Company’s expectations regarding its future borrowings under the amended loan facility with CRG, and the Company’s use of proceeds from any such borrowings. The Company’s actual results may differ materially from those anticipated or projected in these forward-looking statements due to numerous risks and uncertainties. For instance, as of the date of this release the Company’s financial results for the fourth quarter and full year 2015 are preliminary and subject to adjustment. Furthermore, additional funds may not be available under the term loan agreement with CRG if the Company does not meet certain specified minimum revenue requirements or if the Company is not in compliance with other covenants under the terms of the applicable loan agreement, and the successful commercialization of the Company’s products may be negatively impacted by lack of market acceptance by physicians and people with diabetes. Other risks and uncertainties include the Company’s inability to manufacture products in commercial quantities at an acceptable cost and in accordance with quality requirements; the Company’s inability to contract with additional third-party payors for reimbursement of the Company’s products; possible delays in the Company’s product development programs; possible future actions of the U.S. Food and Drug Administration or any other regulatory body or governmental authority and other risks identified in the Company’s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, as well as other documents that the Company files with the Securities and Exchange Commission. Investors 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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Media Contact:

Steve Sabicer
714-907-6264
ssabicer@thesabicergroup.com

Investor Contact:

Susan Morrison
858-366-6900 x7005
smorrison@tandemdiabetes.com