

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Sheridan John F</u>  (Last) (First) (Middle) <u>C/O TANDEM DIABETES CARE, INC.,</u> <u>11075 ROSELLE STREET</u>  (Street) <u>SAN DIEGO CA 92121</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CHIEF OPERATING OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/27/2019		M		18,333 <sup>(1)</sup>	A	\$2.59	18,999	D	
Common Stock	02/27/2019		M		1,667 <sup>(1)</sup>	A	\$9	20,666	D	
Common Stock	02/27/2019		S		16,200	D	\$61.91 <sup>(2)</sup>	4,466	D	
Common Stock	02/27/2019		S		3,800	D	\$62.53 <sup>(3)</sup>	666	D	

**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	Title	Amount or Number of Shares				
Common Stock <sup>(4)</sup>	\$48.36	02/25/2019		A		105,000		(5)	(6)	Common Stock	105,000	\$0.00	105,000	D	
Common Stock	\$2.59	02/27/2019		M		18,333		(7)	12/01/2027	Common Stock	18,333	\$0.00	41,667	D	
Common Stock	\$9	02/27/2019		M		1,667		(8)	05/17/2027	Common Stock	1,667	\$0.00	8,333	D	

**Explanation of Responses:**

- Represents shares of common stock received upon exercise of a stock option award.
- The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$61.50 to \$62.50.
- The price reported reflects the weighted average price. The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2018, in multiple transactions at prices ranging from \$62.51 to \$62.62.
- Granted pursuant to the Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan. The grant is contingent upon future stockholder approval of an increase in the number of shares reserved for issuance under the 2013 Stock Incentive Plan.
- The option shall vest as to twenty-five percent (25%) of the underlying shares on 2/25/2020, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter
- The expiration date for these options is ten (10) years from the date of grant.
- Fifty percent (50%) of the underlying shares subject to the option vested on 12/1/2018, and the remaining shares shall vest in twelve (12) equal monthly installments thereafter
- Twenty five percent (25%) of the underlying shares subject to the option vested on 05/17/2018, and the remaining shares shall vest in thirty-six (36) equal monthly installments thereafter

**Remarks:**

/s/David B. Berger, Attorney-in-Fact for John F. Sheridan 02/27/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

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