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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tandem Diabetes Care, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

20-4327508
(I.R.S. Employer
Identification Number)

**11045 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kim D. Blickenstaff
President and Chief Executive Officer
Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121
(858) 366-6900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Bruce Feuchter, Esq.
Timothy F. O'Brien, Esq.
Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000**

Copies to:
**David B. Berger, Esq.
General Counsel
Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121
(858) 366-6900**

**Alejandro E. Camacho, Esq.
Per B. Chilstrom, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019
(212) 878-8000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-191601)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)(4)
Common Stock, \$0.001 par value per share	985,550	\$15.00	\$14,783,250	\$1,904

- (1) Includes shares of Common Stock that the underwriters have an option to purchase.
- (2) This amount is based on the initial public offering price.
- (3) The registration fee was calculated pursuant to Rule 457(a) of the Securities Act of 1933, as amended.
- (4) The Registrant previously registered an aggregate of \$123,216,750 of Common Stock on a Registration Statement on Form S-1 (File No. 333-191601), as amended, which was declared effective on November 13, 2013 and for which a filing fee of \$15,870 was previously paid.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (the “**462(b) Registration Statement**”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering 985,550 shares of the common stock, \$0.001 par value per share (the “**Common Stock**”), of Tandem Diabetes Care, Inc. (the “**Company**”). This 462(b) Registration Statement relates to the initial public offering of the Common Stock of the Company contemplated by the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the Securities and Exchange Commission (the “**Commission**”) on October 7, 2013 (as amended from time to time thereafter, the “**Registration Statement**”). The Registration Statement was declared effective by the Commission on November 13, 2013.

Pursuant to Rule 462(b), the contents of the Registration Statement, including the exhibits thereto, are hereby incorporated by reference into this 462(b) Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California on November 13, 2013.

Tandem Diabetes Care, Inc.

By: /s/ Kim D. Blickenstaff
Kim D. Blickenstaff
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u> /s/ Kim D. Blickenstaff</u> Kim D. Blickenstaff	President, Chief Executive Officer and Director (Principal Executive Officer)	November 13, 2013
<u> /s/ John Cajigas</u> John Cajigas	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	November 13, 2013
<u> *</u> Lonnie M. Smith	Director	November 13, 2013
<u> *</u> Dick P. Allen	Director	November 13, 2013
<u> *</u> Edward L. Cahill	Director	November 13, 2013
<u> *</u> Fred E. Cohen	Director	November 13, 2013
<u> *</u> Howard E. Greene, Jr.	Director	November 13, 2013
<u> *</u> Douglas A. Roeder	Director	November 13, 2013
<u> *</u> Jesse I. Treu	Director	November 13, 2013
<u> *</u> Christopher J. Twomey	Director	November 13, 2013

*By: /s/ Kim D. Blickenstaff
Kim D. Blickenstaff
 Attorney-in-Fact

INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.
23.1	Consent of independent registered public accounting firm.
23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1).
*24.1	Power of Attorney (included in signature page).

* Incorporated by reference to the Registration Statement on Form S-1 (File No. 333-191601), which was initially filed with the Commission on October 7, 2013 and declared effective by the Commission on November 13, 2013.



STRADLING YOCCA CARLSON & RAUTH, P.C.
660 NEWPORT CENTER DRIVE, SUITE 1600
NEWPORT BEACH, CA 92660-6422
SYCR.COM

NEWPORT BEACH
RENO
SAN DIEGO
SACRAMENTO
SAN FRANCISCO
SANTA BARBARA
SANTA MONICA

November 13, 2013

Tandem Diabetes Care, Inc.
11045 Roselle Street
San Diego, California 92121

Re: *Securities Registered under Registration Statement on Form S-1*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Tandem Diabetes Care, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-1 with the Securities and Exchange Commission (the "Commission") on November 13, 2013 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Rule 462(b) Registration Statement"). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-1 (File No. 333-191601) originally filed by the Company with the Commission on October 7, 2013 (as amended from time to time thereafter, the "Registration Statement"), including the exhibits filed therewith. The Rule 462(b) Registration Statement covers an underwritten public offering of up to 985,550 shares (the "Shares") of the Company's common stock, par value \$0.001, which includes up to 128,550 Shares that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters.

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in the manner described in the Registration Statement, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of California and, accordingly, do not purport to be experts on or to be qualified to express any opinion herein concerning, nor do we express any opinion herein concerning, any laws other than the laws of the State of California and the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement, and to the use of our name under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm under the caption “Experts” and to the use of our report dated August 9, 2013, except for the effects on the financial statements of the restatement described in Note 2, as to which the date is September 30, 2013, and except for the retroactive effect of the one for 1.6756 reverse stock split as described in paragraph 6 of Note 1, as to which the date is November 8, 2013, in the Registration Statement (Form S-1) filed to register 985,550 shares of common stock, \$0.001 par value per share for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and related Prospectus of Tandem Diabetes Care, Inc. dated November 8, 2013.

/s/ Ernst & Young LLP

San Diego, California
November 14, 2013