

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under 240.14a-12

Tandem Diabetes Care, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

TANDEM DIABETES CARE, INC.
 12400 HIGH BLUFF DRIVE
 SAN DIEGO, CA 92130



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 21, 2024, for shares held directly and by 11:59 P.M. ET on May 20, 2024, for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/TNDM2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 21, 2024, for shares held directly and by 11:59 P.M. ET on May 20, 2024, for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V444440-P08637

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

TANDEM DIABETES CARE, INC.

The Board of Directors recommends you vote FOR each of the following:

- To elect nine directors for a one-year term expiring at the 2025 annual meeting of stockholders.

Nominees:

	For	Against	Abstain
1a. Rebecca Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Dick Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Myoungil Cha	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Peyton Howell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Joao Malagueira	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Kathleen McGroddy-Goetz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. John Sheridan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Rajwant Sodhi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Christopher Twomey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

	For	Against	Abstain
2. To approve the Company's 2013 Employee Stock Purchase Plan, as amended, to increase the number of shares authorized for issuance under the plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Company's 2023 Long-Term Incentive Plan, as amended, to increase the number of shares authorized for issuance under the plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: The Board of Directors may transact such other business as may properly be brought before the annual meeting of stockholders, or at any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date

Your **Vote** Counts!

TANDEM DIABETES CARE, INC.

2024 Annual Meeting
Vote by May 21, 2024 11:59 PM ET. For shares held in a Plan, vote by May 20, 2024 11:59 PM ET.

TANDEM DIABETES CARE, INC.
12400 HIGH BLUFF DRIVE
SAN DIEGO, CA 92130



V40073-P08637

You invested in TANDEM DIABETES CARE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on Wednesday, May 22, 2024 at 3:00 p.m. Pacific Time.**

Get informed before you vote

View the Notice of Annual Meeting of Stockholders, Proxy Statement, Form of Electronic Proxy Card and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting before May 8, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639, or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

Wednesday, May 22, 2024
3:00 PM PT

Virtually at:
www.virtualshareholdermeeting.com/TNDM2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. To elect nine directors for a one-year term expiring at the 2025 annual meeting of stockholders. Nominees:	
1a. Rebecca Robertson	✓ For
1b. Dick Allen	✓ For
1c. Myoungil Cha	✓ For
1d. Peyton Howell	✓ For
1e. Joao Malagueira	✓ For
1f. Kathleen McGroddy-Goetz	✓ For
1g. John Sheridan	✓ For
1h. Rajwant Sodhi	✓ For
1i. Christopher Twomey	✓ For
2. To approve the Company's 2013 Employee Stock Purchase Plan, as amended, to increase the number of shares authorized for issuance under the plan.	✓ For
3. To approve the Company's 2023 Long-Term Incentive Plan, as amended, to increase the number of shares authorized for issuance under the plan.	✓ For
4. To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	✓ For
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	✓ For
NOTE: The Board of Directors may transact such other business as may properly be brought before the annual meeting of stockholders, or at any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".