

**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): February 04, 2021

Tandem Diabetes Care, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)
11075 Roselle Street
San Diego California
(Address of principal executive offices)

001-36189
(Commission
File Number)

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	TNDM	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 4, 2021, the Board of Directors (the “Board”) of Tandem Diabetes Care, Inc. (the “Company”) adopted a Certificate of Amendment of the Amended and Restated Bylaws of the Company (the “Bylaw Amendment”) to implement a majority voting standard. Pursuant to the majority voting standard, in uncontested elections directors shall be elected by the affirmative vote of a majority of the votes cast by the shares present in person, by remote communication, or by proxy at a meeting of stockholders. In contested elections, which are elections where the number of director nominees exceeds the number of directors to be elected at a meeting, directors will continue to be elected by a plurality of the votes cast at the meeting. A “majority of the votes cast” means the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. Under the majority voting standard, if a director nominee in an uncontested election fails to receive the affirmative vote of a majority of the votes cast in his or her election, such nominee shall promptly tender his or her resignation to the Board, and the Board shall act on the tendered resignation no later than 90 days following certification of the election results. The Board shall also publicly disclose its decision regarding the tendered resignation and the rationale behind its decision.

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>
3.1	Certificate of Amendment of the Amended and Restated Bylaws of Tandem Diabetes Care, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

By: /s/ David B. Berger
David B. Berger
Executive Vice President, Chief Business Operations
& Compliance Officer

Date: February 8, 2021

**CERTIFICATE OF AMENDMENT
OF THE AMENDED AND RESTATED BYLAWS
OF
TANDEM DIABETES CARE, INC.,
a Delaware corporation**

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of Tandem Diabetes Care, Inc., a Delaware corporation (the “**Corporation**”), and that the Amended and Restated Bylaws of the Corporation, as adopted on November 19, 2013, as amended on August 19, 2020, were amended by resolution of the Board of Directors of the Corporation, effective as of February 4, 2021, to amend and restate Article II Section 5 as follows:

“Section 5. Quorum.

(a) Except as otherwise required by law or by applicable stock exchange rules, or provided by the Certificate or these Bylaws, the holders of a majority of the capital stock issued and outstanding and entitled to vote thereat, present in person, by remote communication, if applicable, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, either by the chairman of the meeting or by vote of the holders of a majority of the shares represented thereat, but no other business shall be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

(b) Except as otherwise required by law or by applicable stock exchange rules, or provided by the Certificate or these Bylaws, in all matters other than the election of directors, the affirmative vote of the majority of shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the subject matter shall be the act of the stockholders. Except as otherwise required by law or by applicable stock exchange rules, or provided by the Certificate or these Bylaws, directors shall be elected by the affirmative vote of a majority of the votes cast by the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the election of directors; *provided, however*, that if the number of director nominees exceeds the number of directors to be elected at the meeting, directors shall be elected by a plurality of the votes cast by the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the election of directors. For purposes of these Bylaws, a “majority of the votes cast” means that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. Votes cast shall include direction to withhold authority in each case and shall exclude “abstentions” and “broker non-votes” with respect to that director’s election.

(c) Following the certification of the stockholder vote in an election where the number of director nominees does not exceed the number of directors to be elected at the meeting, an incumbent director who received a greater number of votes “against” his or her election than votes “for” his or her election shall promptly tender his or her resignation to the Board of Directors. The Board of Directors shall act on the tendered resignation no later than 90 days following certification of the election results, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind its decision. The director who tenders his or her resignation shall not participate in the decision of the Board of Directors with respect to his or her resignation. Such incumbent director shall continue to serve as a director after submitting his or her resignation pursuant to the provisions of this Section 5 unless and until the Board of Directors accepts such resignation, or until his or her earlier death, removal, or resignation made pursuant to Section 4 of Article III of these Bylaws. If such incumbent director’s resignation is not accepted by the Board of Directors, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a director’s resignation is accepted by the Board of Directors pursuant to these Bylaws, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board of Directors pursuant to the provisions of Article III of these Bylaws.

(d) Where a separate vote by a class or classes or series is required, except where otherwise required by law or applicable stock exchange rules, or provided by the Certificate or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter. Except where otherwise provided by statute or by the Certificate or these Bylaws, the affirmative vote of the majority of shares of such class or classes or series present in person, by remote communication, if applicable, or represented by proxy at the meeting shall be the act of such class or classes or series.”

The foregoing amendment to the Amended and Restated Bylaws of the Corporation have not been modified, amended, rescinded or revoked and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on February 4, 2021.

/s/ David B. Berger

David B. Berger

Corporate Secretary