

BERGER DAVID B

Form 4

April 04, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERGER DAVID B**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TANDEM DIABETES CARE INC**  
**[TNDM]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O TANDEM DIABETES CARE,**  
**INC., 11075 ROSELLE STREET**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/03/2019**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP, GEN. COUNSEL & SECRETARY**

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**SAN DIEGO, CA 92121**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 04/03/2019                              |   | M                                       | (A)<br>or<br>(D)<br>Amount<br>2,000<br>(1)<br>Price<br>\$<br>2.59          | 3,765  | D  |   |
| Common<br>Stock                       | 04/03/2019                              |   | S                                       | (A)<br>or<br>(D)<br>Amount<br>2,000<br>(2)<br>Price<br>\$<br>62.6          | 1,765  | D  |   |
| Common<br>Stock                       |   |   |   |  | 200  | I  | Berger<br>Family<br>Trust <sup>(3)</sup>                          |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |  |      |
|---|--|---|---|--------------------------------------|---|--|---|---|--|------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares |      |
| Stock<br>Option                                     | \$ 2.59  | 04/03/2019                              |   | M                                    | 2,000   | (4)  | (5)   | Common<br>Stock                                     | 2,000                                  | \$ 0 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BERGER DAVID B  
C/O TANDEM DIABETES CARE, INC.,  
11075 ROSELLE STREET  
SAN DIEGO, CA 92121

EVP, GEN. COUNSEL & SECRETARY

## Signatures

/s/ David B.  
Berger

04/04/2019

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Represents shares of common stock received upon exercise of a stock option award.

The shares were sold, pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 6, 2018. The Reporting

(2) Person undertakes to provide the Securities and Exchange Commission (the "SEC"), the issuer, and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) Shares are beneficially owned by the Berger Family Trust dated April 16, 2008, for which the Reporting Person is a trustee.

(4) 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.

(5) The expiration date for these options is 10 years from the date of grant.

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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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