TANDEM DIABETES CARE INC
Form 4
November 21, 2013

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HLM VENTURE PARTNERS II, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Previously a 10% Owner

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

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	11/19/2013		C		1,454,058	A	$ 0	1,454,058	D (1)	

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

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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 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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(2)	11/19/2013		C			374,805 (3)	(2)	(2)	Common Stock	223,684 (2)
Series D Preferred Stock	(2)	11/19/2013		C			2,061,616	(2)	(2)	Common Stock	1,230,37 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HLM VENTURE PARTNERS II, L.P. 222 BERKELEY STREET BOSTON, MA 02116				Previously a 10% Owner
HLM Venture Associates II, LLC 222 BERKELEY STREET BOSTON, MA 02116		X		
CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116	X	X		
GRUA PETER J 222 BERKELEY STREET BOSTON, MA 02116		X		
RAY RUSSELL T 222 BERKELEY STREET BOSTON, MA 02116		X		

Signatures

/s/ David B. Berger, Attorney-in-Fact for HLM Venture Partners, II, L.P.	11/21/2013
**Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for HLM Venture Associates II, L.L.C.	11/21/2013
**Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Edward L. Cahill	11/21/2013

**Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Peter J. Grua	11/21/2013
**Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Russell T. Ray	11/21/2013
**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) The reported securities are owned by HLM Venture Partners II, L.P. HLM Venture Associates II, L.L.C. (the "General Partner"), and Edward L. Cahill, Peter J. Grua and Russell T. Ray, the managing members of the General Partner, may be deemed to share voting and dispositive power over the reported securities but each disclaims beneficial ownership in the securities held by HLM Venture Partners II, L.P., except to the extent of their pecuniary interest therein. Following the completion of the Issuer's initial public offering, HLM Venture Partners II, L.P. and its affiliated persons are no longer a 10% Owner.

(2) Each share of Preferred Stock automatically converted on a 1-to-0.5968 basis into Common Stock immediately upon the consummation of the Issuer's initial public offering and had no expiration date.

(3) The number of shares of Preferred Stock reflects the effect of applicable anti-dilution adjustments that occurred as a result of the issuance of the Series D Preferred Stock.

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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