

TANDEM DIABETES CARE INC  
 Form 3  
 November 13, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
HLM VENTURE PARTNERS II, L.P.			(Month/Day/Year)	TANDEM DIABETES CARE INC [TNDM]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
222 BERKELEY STREET,				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				____ Director	<input checked="" type="checkbox"/> 10% Owner
BOSTON, MA 02116				____ Officer	____ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					____ Form filed by One Reporting Person
					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

(Instr. 5)

Series C Preferred Stock	Â (1)	Â (2)	Common Stock	223,684	\$ 0	D (3)	Â
Series D Preferred Stock	Â (1)	Â (2)	Common Stock	1,230,374	\$ 0	D (3)	Â
Preferred Stock Warrant	Â (4)	08/17/2021	Series D Preferred Stock (5)	87,662 (5)	\$ 4.4 (5)	D (3)	Â
Preferred Stock Warrant	Â (4)	05/25/2022	Series D Preferred Stock (6)	21,915 (6)	\$ 4.4 (6)	D (3)	Â
Preferred Stock Warrant	Â (4)	07/17/2022	Series D Preferred Stock (7)	33,014 (7)	\$ 4.4 (7)	D (3)	Â

## Reporting Owners

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

## Signatures

/s/ David B. Berger, Attorney-in-Fact for HLM Venture Partners II, L.P. 11/13/2013  
 \*\*Signature of Reporting Person Date

/s/ David B. Berger, Attorney-in-Fact for HLM Venture Associates II, L.L.C. 11/13/2013  
 \*\*Signature of Reporting Person Date

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/s/ David B. Berger, Attorney-in-Fact for Edward L. Cahill	11/13/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Peter J. Grua	11/13/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ David B. Berger, Attorney-in-Fact for Russell T. Ray	11/13/2013
<u>                    </u> **Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities are immediately convertible.
- (2) The expiration date is not relevant to the conversion of these securities.  

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.
- (3) 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.
- (4) The warrants are immediately exercisable.
- (5) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 52,316 shares of the Issuer's common stock at an exercise price of \$4.40 per share.
- (6) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 13,078 shares of the Issuer's common stock at an exercise price of \$4.40 per share.
- (7) Upon the consummation of the Issuer's initial public offering, these warrants will automatically become exercisable for 19,702 shares of the Issuer's common stock at an exercise price of \$4.40 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.