

TANDEM DIABETES CARE INC
Form PRE 14A
July 10, 2017

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.

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(1) Title of each class of securities to which transaction applies:

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(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:

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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.:

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(4) Date Filed:



Notice of Special Meeting of Stockholders to be Held _____, 2017

Dear Stockholders:

You are cordially invited to attend a Special Meeting of Stockholders of Tandem Diabetes Care, Inc., or the Special Meeting, which will be held at our offices, located at 11045 Roselle Street, San Diego, California 92121, on _____, 2017, at _____:00 _____, local time.

We are holding the Special Meeting for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To approve an amendment to our certificate of incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio not less than 1-for-8 and not greater than 1-for-12, with the exact ratio to be set within that range at the discretion of our board of directors before June 20, 2018 without further approval or authorization of our stockholders. The board of directors may alternatively elect to abandon such proposed amendment and not effect the reverse stock split authorized by our stockholders, in its sole discretion.
2. To transact any other business that may be properly brought before the Special Meeting or any adjournment or postponement thereof.

All of our stockholders of record as of _____, 2017 are entitled to attend and vote at the Special Meeting, and at any adjournment or postponement of the Special Meeting. In the event that the necessary quorum to transact business is not obtained at the Special Meeting, the Special Meeting may be adjourned either by the chairman of the meeting or by vote of the holders of a majority of the shares represented in person or by proxy at the Special Meeting, in accordance with our bylaws and applicable law, to permit further solicitation of proxies.

Our board of directors recommends that you vote FOR an amendment to our certificate of incorporation to effect a reverse stock split as described.

Your vote is very important. Whether or not you plan to attend the Special Meeting, we encourage you to read the accompanying Proxy Statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail, the response to the question entitled "How can I vote my shares?" in the accompanying Proxy Statement or, if you requested to receive printed proxy materials, the enclosed proxy card.

By Order of the Board of Directors

Sincerely,

Kim D. Blickenstaff

President and Chief Executive Officer

San Diego, California

_____, 2017

Approximate Date of Mailing of Notice of Internet Availability of Proxy Materials: _____, 2017

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PROXY STATEMENT FOR THE

2017 SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2017

Our board of directors is soliciting proxies for use at our special meeting of stockholders, or the Special Meeting, to be held on _____, 2017, at _____:00 _____, local time, at the corporate offices of Tandem Diabetes Care, Inc., located at 11045 Roselle Street, San Diego, California 92121. Tandem Diabetes Care, Inc. is sometimes referred to herein as “we”, “us”, “our” or the “Company.”

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND VOTING

The following questions and answers are intended to briefly address potential questions that our stockholders may have regarding this Proxy Statement and the Special Meeting. They are also intended to provide our stockholders with certain information that is required to be provided under the rules and regulations of the Securities and Exchange Commission, or the SEC. These questions and answers may not address all of the questions that are important to you as a stockholder. If you have additional questions about this Proxy Statement or the Special Meeting, please see the response to the question entitled “Whom should I contact with other questions?” below.

Q: What is the purpose of the Special Meeting?

A: At the Special Meeting, our stockholders will be asked to consider and vote upon the matters described in this Proxy Statement and in the accompanying Notice of Special Meeting of Stockholders, and any other matters that properly come before the Special Meeting.

Q: When and where will the Special Meeting be held?

A: You are invited to attend the Special Meeting on _____, 2017, at _____:00 _____, local time. The Special Meeting will be held at our corporate offices located at 11045 Roselle Street, San Diego, California 92121.

Q: Why did I receive these proxy materials?

A: We are making these proxy materials available in connection with the solicitation by our board of directors of proxies to be voted at the Special Meeting, and at any adjournment or postponement thereof. Your proxy is being solicited in connection with the Special Meeting because you owned our common stock at the close of business on _____, 2017, which is the record date for the Special Meeting. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the Special Meeting. You are invited to attend the Special Meeting in person to vote on the proposal described in this Proxy Statement. However, you do not need to attend the Special Meeting to vote your shares. Instead, you may vote your shares as described in the response to the question entitled “How can I vote my shares?” below and as described elsewhere in this Proxy Statement.

Your vote is very important. Whether or not you plan to attend the Special Meeting, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible.

Q: Why did I receive a notice in the mail regarding the Internet availability of proxy materials?

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A: Instead of mailing printed copies of our proxy materials to our stockholders, we have elected to provide access to them through the Internet under the SEC's "notice and access" rules. Accordingly, on or about _____, 2017, we mailed a Notice of Internet Availability of Proxy Materials, or a Notice, to each of our stockholders. The Notice contains instructions on how to access our proxy materials, including this Proxy Statement, which is available at www.astproxyportal.com/ast/ . The Notice also provides

instructions on how to vote your shares through the Internet, by telephone, or by mail.

Q: What proposal will be voted on at the Special Meeting?

A: The proposal to be voted on at the Special Meeting, and our board of directors' voting recommendation with respect to the proposal, is as follows:

Proposal	Board's Voting Recommendation
1Amendment to Our Certificate of Incorporation to Effect a Reverse Stock Split (the Reverse Split Proposal): The amendment to our certificate of incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio not less than 1-for-8 and not greater than 1-for-12, with the exact ratio to be set within that range at the discretion of our board of directors before June 20, 2018 without further approval or authorization of our stockholders. The board of directors may alternatively elect to abandon such proposed amendment and not effect the reverse stock split authorized by stockholders, in its sole discretion. We will also consider any other business that properly comes before the Special Meeting, or any adjournment or postponement thereof. As of the record date, we are not aware of any other matters to be submitted for consideration at the Special Meeting.	FOR

If any other matters are properly brought before the Special Meeting, the persons named on the enclosed proxy card will vote the shares they represent using their best judgment. Kim D. Blickenstaff and John Cajigas, the designated proxy holders, are members of our management.

Q: Who may vote at the Special Meeting?

A: If you owned our common stock on _____, 2017, the record date for the Special Meeting, your shares are eligible to be voted, in person or by proxy, at the Special Meeting. Each stockholder is entitled to one vote for each share of common stock held on all matters to be voted on. On the record date, there were 50,228,931 shares of our common stock outstanding and entitled to vote at the Special Meeting. Please see the response to the question entitled "May I vote my shares in person at the Special Meeting?" below for additional information.

Q: What is the quorum requirement for the Special Meeting?

A: We need a quorum of stockholders in order to hold the Special Meeting. A quorum exists when at least a majority of the outstanding shares of our common stock entitled to vote as of the record date, or 25,616,755 shares, are represented at the Special Meeting, either in person or by proxy. If a quorum is not present, the Special Meeting may be adjourned either by the chairman of the meeting or by vote of the holders of a majority of the shares represented in person or by proxy at the Special Meeting, in accordance with our bylaws and applicable law, to permit further solicitation of proxies.

Q: What vote is required to approve the proposal?

A: Reverse Split Proposal: The approval of an amendment to our certificate of incorporation to effect the reverse stock split requires the affirmative vote of a majority of the outstanding shares of our common stock entitled to vote on the proposal.

Q: What is the difference between a “stockholder of record” and a “beneficial owner”?

A: You are considered to be a stockholder of record if your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, on the record date. If, however, your shares are held in a brokerage account or by a bank, broker or other nominee, and not in your name, you are considered to be the beneficial owner of shares held in street name.

Q: May I vote my shares in person at the Special Meeting?

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A: If you are the stockholder of record, you have the right to vote in person at the Special Meeting. When you arrive at the Special Meeting, you may request a ballot.

If you are the beneficial owner of shares held in street name, you are welcome to attend the Special Meeting, but you may not vote your shares in person at the Special Meeting unless you bring with you a proxy from the bank, broker or other nominee that holds your shares, which provides you the right to vote at the Special Meeting.

Admission to the Special Meeting will be on a first-come, first-served basis. You should be prepared to present government-issued photo identification for admittance, such as a passport or driver's license. Please note that for security reasons, you and your bags may be subject to search prior to your admittance to the Special Meeting. If you do not comply with these requirements, and any other instructions given by representatives of the Company at the Special Meeting, you will not be admitted to the Special Meeting.

Q: What happens if I do not give specific voting instructions?

A: If you are a stockholder of record and you indicate when voting that you wish to vote as recommended by our board of directors, or if you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares as recommended by our board of directors on the proposal described in this Proxy Statement, and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Special Meeting.

If you are a beneficial owner of shares held in street name and do not provide the nominee that holds your shares with specific voting instructions, the nominee will be unable to vote your shares since the proposal described in this Proxy Statement constitutes a "non-routine" matter under applicable rules. This is generally referred to as a "broker non-vote." Please see the response to the question entitled "What is the effect of abstentions and broker non-votes?" below for additional information.

Q: What is the effect of abstentions and broker non-votes?

A: Shares held by persons attending the Special Meeting but not voting, and shares represented by proxies that reflect

abstentions as to the proposal, will be counted as present for purposes of determining the presence of a quorum. The approval of an amendment to our certificate of incorporation to effect the reverse stock split requires the affirmative vote of a majority of the outstanding shares of our common stock entitled to vote on the proposal, so abstentions will have the same effect as a vote against the proposal.

A broker non-vote occurs when a bank, broker or other nominee holding shares for a beneficial owner has not received instructions from the beneficial owner and does not have discretionary authority to vote the shares with respect to non-routine matters. The amendment to our certificate of incorporation to effect the reverse stock split is considered a non-routine matter. Because the only proposal to be voted upon at the Special Meeting is considered a non-routine matter, broker non-votes will not occur and will have no impact on the outcome of the proposal.

Q: How can I vote my shares?

A: With respect to the Reverse Split Proposal, you may either vote "For" or "Against" the proposal, or you may abstain from voting.

The procedures for voting are as follows:

Stockholder of Record

If you are a stockholder of record, you may vote in person at