

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 \*

Â SCHOEMAKER  
KATHLEEN K

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,  
LLC,Â ONE PALMER  
SQUARE

(Street)

PRINCETON,Â NJÂ 08542

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
11/13/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

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

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

SEC 1473 (7-02)

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**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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                                                 | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount or<br>Number of<br>Shares | Security   | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |                                        |
|-------------------------------------------------|---------------------|--------------------|------------------------------------|----------------------------------|------------|------------------------------------------------|----------------------------------------|
| Series B Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 356,111                          | \$ (1)     | I                                              | By Domain<br>Partners VII, L.P.<br>(4) |
| Series C Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 549,833                          | \$ (1)     | I                                              | By Domain<br>Partners VII, L.P.<br>(4) |
| Series D Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 2,283,114                        | \$ (1)     | I                                              | By Domain<br>Partners VII, L.P.<br>(4) |
| Warrant to Purchase<br>Series D Preferred Stock | Â (2)               | Â (2)              | Series D<br>Preferred<br>Stock (3) | 590,403 (3)                      | \$ 4.4 (3) | I                                              | By Domain<br>Partners VII, L.P.<br>(4) |
| Series B Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 6,071                            | \$ (1)     | I                                              | By DP VII<br>Associates, L.P. (4)      |
| Series C Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 9,378                            | \$ (1)     | I                                              | By DP VII<br>Associates, L.P. (4)      |
| Series D Preferred Stock                        | Â (1)               | Â (1)              | Common<br>Stock                    | 38,941                           | \$ (1)     | I                                              | By DP VII<br>Associates, L.P. (4)      |
| Warrant to Purchase<br>Series D Preferred Stock | Â (5)               | Â (5)              | Series D<br>Preferred<br>Stock (3) | 10,068 (3)                       | \$ 4.4 (3) | I                                              | By DP VII<br>Associates, L.P. (4)      |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                 | Director      | 10% Owner | Officer | Other |
| SCHOEMAKER KATHLEEN K<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Kathleen K.  
Schoemaker

11/13/2013

\*\*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)

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All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock has no expiration date. The Common Stock equivalents of the preferred stock reflect the 1 for 1.6756 reverse split of the Common Stock effected in November 2013.

- (2) The Warrant is immediately exercisable and expires as follows: 362,965 shares on 8/17/21; 90,741 shares on 5/25/22; and 136,697 shares on 7/17/22.

- (3) Upon the closing of the IPO the Warrants to purchase Series D Preferred Stock will automatically convert into Warrants to purchase the number of shares of Common Stock that the Series D Preferred Stock underlying the Warrants will convert into, subject to the reverse split described in footnote (1), and the exercise price will accordingly adjust to \$7.37 per share.

- The Reporting Person is a Managing Member of One Palmer Square Associates VII, LLC, which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Person has elected to report as
- (4) indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

- (5) The Warrant is immediately exercisable and expires as follows: 6,190 shares on 8/17/21; 1,547 shares on 5/25/22; and 2,331 shares on 7/17/22.

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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