

TANDEM DIABETES CARE INC  
Form S-1/A  
March 22, 2017

As filed with the Securities and Exchange Commission on March 21, 2017

Registration No. 333-216531

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

**Amendment No. 2**  
**to**  
**FORM S-1**

*REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933*

**Tandem Diabetes Care, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**3841**  
*(Primary Standard Industrial  
Classification Code Number)*

**20-4327508**  
*(I.R.S. Employer  
Identification Number)*

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11045 Roselle Street

San Diego, California 92121

(858) 366-6900

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Kim D. Blickenstaff**

**President and Chief Executive Officer**

11045 Roselle Street

San Diego, California 92121

(858) 366-6900

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copies to:*

**Bruce Feuchter, Esq.**

**David B. Berger, Esq.**

**Alejandro E. Camacho, Esq.**

**Ryan C. Wilkins, Esq.**

**General Counsel**

**Per B. Chilstrom, Esq.**

**Stradling Yocca Carlson & Rauth, P.C.**

**Tandem Diabetes Care, Inc.**

**Clifford Chance US LLP**

**660 Newport Center Drive, Suite 1600**

**11045 Roselle Street**

**31 West 52nd Street**

**Newport Beach, California 92660**

**San Diego, California 92121**

**New York, New York 10019**

**(949) 725-4000**

**(858) 366-6900**

**(212) 878-8000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company ~~in Rule~~ of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**EXPLANATORY NOTE**

The sole purpose of this amendment is to provide certain exhibits to the Registration Statement, as indicated in Item 16 of Part II of this amendment. No change is made to the preliminary prospectus constituting Part I of the Registration Statement or Items 13, 14, 15 or 17 of Part II of the Registration Statement. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16 of Part II and the signature page to the Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

**(a) Exhibits**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-1, which Exhibit Index is incorporated herein by reference.

**(b) Financial Statement Schedules**

No financial statement schedules are provided because the information called for is not required or is shown either in the financial statements or the notes thereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized in San Diego, California on March 21, 2017.

Tandem Diabetes Care, Inc.

By: /s/ **KIM D. BLICKENSTAFF**  
**Kim D. Blickenstaff**

**President, Chief Executive Officer and Director**

**(Principal Executive Officer)**

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ KIM D. BLICKENSTAFF  <b>Kim D. Blickenstaff</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 21, 2017
/s/ JOHN CAJIGAS  <b>John Cajigas</b>	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 21, 2017
*	Director and Chairman of the Board	March 21, 2017
<b>Dick P. Allen</b>		
*	Director	March 21, 2017
<b>Edward L. Cahill</b>		
*	Director	March 21, 2017
<b>Fred E. Cohen, M.D., D.Phil, F.A.C.P.</b>		
*	Director	March 21, 2017
<b>Howard E. Greene, Jr.</b>		
*	Director	March 21, 2017
<b>Douglas A. Roeder</b>		
*	Director	March 21, 2017
<b>Jesse I. Treu, Ph.D.</b>		
*	Director	March 21, 2017
<b>Christopher J. Twomey</b>		
*By: /s/ Kim D. Blickenstaff <b>Kim D. Blickenstaff</b> <b>Attorney-in-Fact</b>		

## INDEX OF EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
1.1	Form of Underwriting Agreement.					X
3.1	Amended and Restated Certificate of Incorporation as currently in effect.	S-1/A	333-191601	1-Nov-13	3.4	
3.2	Amended and Restated Bylaws as currently in effect.	S-1/A	333-191601	1-Nov-13	3.5	
4.1	Form of Common Stock Certificate.	S-1/A	333-191601	1-Nov-13	4.1	
4.2	Third Amended and Restated Investors Rights Agreement, dated August 30, 2012.	S-1	333-191601	7-Oct-13	4.2	
4.3***	Form of Warrant to Purchase Stock.					
4.4	Form of Preferred Stock Warrant.	S-1	333-191601	7-Oct-13	4.4	
5.1***	Opinion of Stradling Yocca Carlson & Rauth, P.C.					
10.1	Amended and Restated Term Loan Agreement, dated April 4, 2014, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II L.P., Capital Royalty Partners II Parallel Fund A L.P., Capital Royalty Partners II (Cayman) L.P. and Capital Royalty Partners II Parallel Fund B (Cayman) L.P.	10-Q	001-36189	6-May-14	10.1	
10.2	Term Loan Agreement, dated April 4, 2014, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II, L.P., Capital Royalty Partners II Parallel Fund A L.P., Parallel Investment Opportunities Partners II L.P. and Capital Royalty Partners II (Cayman) L.P.	10-Q	001-36189	6-May-14	10.2	
10.3	Consent and Amendment Agreement, dated June 20, 2014, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II L.P., Capital Royalty Partners II Parallel Fund A L.P., Capital Royalty Partners II (Cayman) L.P., Capital Royalty Partners II Parallel Fund B (Cayman) L.P. and Parallel Investment Opportunities Partners II L.P.	10-Q	001-36189	31-Jul-14	10.3	



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Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
10.4	Omnibus Amendment Agreement No. 2, dated February 23, 2015, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II L.P., Capital Royalty Partners II Parallel Fund A L.P., Capital Royalty Partners II (Cayman) L.P., Capital Royalty Partners II Parallel Fund B (Cayman) L.P. and Parallel Investment Opportunities Partners II L.P.	10-Q	001-36189	30-Apr-15	10.1	
10.5	Amendment No. 3 to Term Loan Agreement, dated January 8, 2016, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II L.P., Capital Royalty Partners II Parallel Fund A L.P., Capital Royalty Partners II (Cayman) L.P., and Capital Royalty Partners II Parallel Fund B (Cayman) L.P.	10-K	001-36189	24-Feb-16	10.5	
10.6***	Waiver and Amendment No. 4 to Term Loan Agreement, dated March 7, 2017, by and between Tandem Diabetes Care, Inc., Capital Royalty Partners II L.P., Capital Royalty Partners II Parallel Fund A L.P., Capital Royalty Partners II (Cayman) L.P., and Capital Royalty Partners II Parallel Fund B (Cayman) L.P.					
10.7*	Tandem Diabetes Care, Inc. 2006 Stock Incentive Plan.	S-1	333-191601	7-Oct-13	10.3	
10.8*	Form of Stock Option Agreement under 2006 Stock Incentive Plan.	S-1	333-191601	7-Oct-13	10.4	
10.9*	Form of Restricted Stock Purchase Agreement under 2006 Stock Incentive Plan.	S-1	333-191601	7-Oct-13	10.5	
10.10*	Tandem Diabetes Care, Inc. 2013 Stock Incentive Plan.	S-1/A	333-191601	1-Nov-13	10.6	
10.11*	Form of Stock Option Agreement under 2013 Stock Incentive Plan.	S-1/A	333-191601	1-Nov-13	10.7	
10.12*	Form of Stock Option Agreement under 2013 Stock Incentive Plan (Non-Employee Directors).	S-1/A	333-191601	1-Nov-13	10.8	
10.13*	Tandem Diabetes Care, Inc. 2013 Employee Stock Purchase Plan.	S-1/A	333-191601	1-Nov-13	10.9	

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Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
10.14*	Tandem Diabetes Care, Inc. 2015 Cash Bonus Plan.	10-K	001-36189	24-Feb-15	10.25	
10.15*	Tandem Diabetes Care, Inc. 2016 Cash Bonus Plan.	10-K	001-36189	24-Feb-16	10.14	
10.16*	Employee Offer Letter, dated July 8, 2013, by and between Tandem Diabetes Care, Inc. and David B. Berger.	S-1	333-191601	7-Oct-13	10.12	
10.17*	Employee Offer Letter, dated February 1, 2013, by and between Tandem Diabetes Care, Inc. and John F. Sheridan.	S-1	333-191601	7-Oct-13	10.13	
10.18*	Employee Offer Letter, dated January 12, 2016, by and between Tandem Diabetes Care, Inc. and Brian B. Hansen.	8-K	001-36189	2-Feb-16	10.1	
10.19*	Amended and Restated Employment Severance Agreement, dated November 4, 2013, by and between Tandem Diabetes Care, Inc. and Kim D. Blickenstaff.	S-1/A	333-191601	8-Nov-13	10.14	
10.20*	Amended and Restated Employment Severance Agreement, dated November 4, 2013, by and between Tandem Diabetes Care, Inc. and John Cajigas.	S-1/A	333-191601	8-Nov-13	10.15	
10.21*	Amended and Restated Employment Severance Agreement, dated November 4, 2013, by and between Tandem Diabetes Care, Inc. and John F. Sheridan.	S-1/A	333-191601	8-Nov-13	10.17	
10.22*	Amended and Restated Employment Severance Agreement, dated November 4, 2013, by and between Tandem Diabetes Care, Inc. and David B. Berger.	S-1/A	333-191601	8-Nov-13	10.18	
10.23*	Amended and Restated Employment Severance Agreement, dated November 4, 2013, by and between Tandem Diabetes Care, Inc. and Susan M. Morrison.	S-1/A	333-191601	8-Nov-13	10.19	
10.24*	Employment Severance Agreement, dated February 1, 2016, by and between Tandem Diabetes Care, Inc. and Brian B. Hansen.	8-K	001-36189	2-Feb-16	10.2	

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Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
10.25	Form of Indemnification Agreement.	S-1	333-191601	7-Oct-13	10.11	
10.26**	Confidential Intellectual Property Agreement, dated July 10, 2012, by and between Tandem Diabetes Care, Inc. and Smiths Medical ASD, Inc.	S-1/A	333-191601	8-Nov-13	10.20	
10.27**	Amended and Restated Development and Commercialization Agreement, dated January 4, 2013, by and between Tandem Diabetes Care, Inc. and DexCom, Inc.	10-Q	001-36189	29-Oct-15	10.1	
10.28**	Amendment No. 1 to Amended and Restated Development and Commercialization Agreement, dated September 24, 2015, by and between Tandem Diabetes Care, Inc. and DexCom, Inc.	10-Q	001-36189	29-Oct-15	10.2	
10.29	Lease Agreement, dated March 7, 2012, as amended through November 5, 2013, by and between Tandem Diabetes Care, Inc. and ARE-11025/11075 Roselle Street, LLC.	S-1/A	333-191601	8-Nov-13	10.1	
10.30	Lease Agreement, dated November 5, 2013, by and between Tandem Diabetes Care, Inc. and ARE-11025/11075 Roselle Street, LLC.	S-1/A	333-191601	8-Nov-13	10.21	
10.31	Lease Agreement, dated June 30, 2016, by and between Tandem Diabetes Care, Inc. and ARE-SD REGION NO. 36, LLC.	10-Q	001-36189	28-Jul-16	10.3	
23.1***	Consent of Independent Registered Public Accounting Firm.					
23.2***	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1)					
24.1***	Power of Attorney.					
101.INS***	XBRL Instance Document					
101.SCH***	XBRL Taxonomy Extension Schema Document					
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document					

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document					
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document					

- \* Indicates management contract or compensatory plan.
- \*\* Confidential treatment has been granted with respect to certain portions of this exhibit pursuant to an application for confidential treatment sent to the Securities and Exchange Commission. Such portions are omitted from this filing and have been filed separately with the Securities and Exchange Commission.
- \*\*\* Previously filed.