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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

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement TANDEM DIABETES CARE INC [TNDM] HLM VENTURE (Month/Day/Year) PARTNERS II, L.P. 11/13/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 222 BERKELEY STREET,Â (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director __X__ 10% Owner _ Form filed by One Reporting Officer Other Person BOSTON, MAÂ 02116 (give title below) (specify below) _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)

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						(Instr. 5)	
Series C Preferred Stock	(1)	(2)	Common Stock	223,684	\$ 0	D (3)	Â
Series D Preferred Stock	(1)	(2)	Common Stock	1,230,374	\$ 0	D (3)	Â
Preferred Stock Warrant	(4)	08/17/2021	Series D Preferred Stock (5)	87,662 <u>(5)</u>	\$ 4.4 (5)	D (3)	Â
Preferred Stock Warrant	(4)	05/25/2022	Series D Preferred Stock (6)	21,915 (6)	\$ 4.4 (6)	D (3)	Â
Preferred Stock Warrant	(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					
reporting 6 wher runne, radices	Director	10% Owner	Officer	Other		
HLM VENTURE PARTNERS II, L.P. 222 BERKELEY STREET BOSTON, MA 02116	Â	ÂX	Â	Â		
HLM Venture Associates II, LLC 222 BERKELEY STREET BOSTON, MA 02116	Â	ÂX	Â	Â		
CAHILL EDWARD L C/O HLM VENTURE PARTNERS 222 BERKELEY STREET BOSTON, MA 02116	ÂX	ÂX	Â	Â		
GRUA PETER J C/O HLM VENTURE PARTNERS 222 BERKELEY STREET BOSTON, MA 02116	Â	ÂX	Â	Â		
RAY RUSSELL T C/O HLM VENTURE PARTNERS 222 BERKELEY STREET BOSTON, MA 02116	Â	ÂX	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

**Signature of Reporting Person Date

/s/ David B. Berger, Attorney-in-Fact for Peter J. Grua 11/13/2013

**Signature of Reporting Person Date

/s/ David B. Berger, Attorney-in-Fact for Russell T. Ray 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) 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.
- (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.

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