

TANDEM DIABETES CARE INC  
Form DEFA14A  
May 01, 2018

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.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(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:

(5) Total fee paid:

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.:

(3) Filing Party:

(4)Date Filed:



Signature of Stockholder Date: Signature of Stockholder Date: Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

1. Election of two Class II directors: O Dick P. Allen Edward L. Cahill.
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018.
3. To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of our common stock by 100,000,000 shares or from 100,000,000 shares to 200,000,000
4. To approve amendments to our 2013 Stock Incentive Plan to, among other things increase the number of shares of common stock reserved under the plan by 5,500,000 shares remove the evergreen provision and increase the number of options that are awarded automatically to our non-employee directors pursuant to our director compensation program
5. To approve amendments to our 2013 Stock Incentive Plan to, among other things increase the number of shares of our common stock reserved under the plan by 2,000,000 shares and remove the evergreen provision.
6. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned Stockholder. If no direction is made, this proxy will be voted "FOR all NOMINEES" in proposal 1 and "FOR" proposal 2. FOR AGAINST ABSTAIN FOR ALL NOMINEES WITHHOLD AUTHORITY FOR ALL NOMINEES FOR ALL EXCEPT (See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: JOhN smiTh1234 maiN sTREET apT. 203 NEW YORK, NY 10038

**NOMINEES:** aNNUal mEETiNG Of sTOcK hOldERs Of TaNdEm diaBETEs caRE, iNc. may 16, 2017

**INTERNET** - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call. Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**PROXY VOTING INSTRUCTIONS** Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES AND "FOR" PROPOSAL 2.** PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x-----

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**ACCOUNT NUMBER NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:** The Notice of Meeting, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/21769>

:important notice regarding the availability of Proxy materials for the annual meeting of Stockholders of TANDEM  
 Diabetes Care, Inc. to be held on Thursday, June 14, 2018 at 3:00 p.m. Pacific time at 11075 Roselle St., San Diego,  
 California 92121 this communication presents only an overview of the more complete proxy materials that are  
 available to you on the internet. We encourage you to access and review all of the important information contained in  
 the proxy materials before voting. If you want to receive a paper or e-mail copy of the proxy materials you must  
 request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as  
 instructed below before June 4, 2018. Please visit <http://www.astproxyportal.com/ast/21769>, where the following  
 materials are available for view:
 

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

 To obtain telephone: 888-Proxy-na (888-776-9437) or 718-921-8500 (for international callers)
   
 Proxy materials: e-mail: [info@amstock.com](mailto:info@amstock.com) website:
   
<https://us.astfinancial.com/proxyservices/requestmaterials.asp>
  
 To vote online: To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone.  
 You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.
   
 In person: You may vote your shares in person by attending the Annual Meeting.
   
 Telephone: To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.
   
 Mail: You may request a card by following the instructions above.
   
 Company Number: 1234 Main Street, Apt. 203, New York, NY 10038
   
 Please note that you cannot use this notice to vote by mail.