

TANDEM DIABETES CARE INC  
Form SC 13G  
February 16, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\***

**Tandem Diabetes Care, Inc.**  
(Name of Issuer)

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**875372104**  
(CUSIP Number)

**February 9, 2018**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No . 875372104Page 2 of 10

NAME OF REPORTING PERSONS  
First Light Focus Fund, LP

**1** I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSONS  
(ENTITIES ONLY)

47-4771203

**2** CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP (b)

**3** SEC USE ONLY  
CITIZENSHIP OR PLACE OF  
**4** ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER  
SHARES **5**  
0

BENEFICIALLY SHARED VOTING POWER  
OWNED BY **6**  
4,500,000

EACH SOLE DISPOSITIVE POWER  
REPORTING **7**  
0

PERSON SHARED DISPOSITIVE POWER  
WITH: **8**  
4,500,000

AGGREGATE AMOUNT  
**9** BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,500,000

**10** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES  
**11** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

10.08%

**12** TYPE OF REPORTING PERSON

PN



CUSIP No . 875372104 Page 3 of 10

NAME OF REPORTING PERSONS  
First Light Focus Fund GP, LLC

**1** I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSONS  
(ENTITIES ONLY)

35-2538554

**2** CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP (b)

**3** SEC USE ONLY  
CITIZENSHIP OR PLACE OF  
**4** ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER  
SHARES **5**  
0

BENEFICIALLY SHARED VOTING POWER  
OWNED BY **6**  
4,500,000

EACH SOLE DISPOSITIVE POWER  
REPORTING **7**  
0

PERSON SHARED DISPOSITIVE POWER  
WITH: **8**  
4,500,000

AGGREGATE AMOUNT  
**9** BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,500,000

**10** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES  
**11** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

10.08%

**12** TYPE OF REPORTING PERSON

HC



CUSIP No . 875372104 Page 4 of 10

NAME OF REPORTING PERSONS  
 First Light Asset Management, LLC

**1** I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSONS  
 (ENTITIES ONLY)

46-3521994

**2** CHECK THE APPROPRIATE BOX IF (a)  
 A MEMBER OF A GROUP (b)

**3** SEC USE ONLY  
**4** CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware

NUMBER OF	SOLE VOTING POWER
SHARES	<b>5</b>
	0
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	<b>6</b>
	4,734,238
EACH	SOLE DISPOSITIVE POWER
REPORTING	<b>7</b>
	0
PERSON	SHARED DISPOSITIVE POWER
WITH:	<b>8</b>
	4,734,238

**9** AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

4,734,238

**10** CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW 9 EXCLUDES  
 CERTAIN SHARES  
**11** PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW 9

10.61%

**12** TYPE OF REPORTING PERSON

IA

CUSIP No 875372104 Page 5 of 10

NAME OF REPORTING PERSONS  
Mathew P. Arens

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY (b)  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

United State of America  
SOLE VOTING  
5 POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
0 SHARED VOTING  
6 POWER

4,859,238  
SOLE DISPOSITIVE  
7 POWER

0 SHARED DISPOSITIVE  
8 POWER

9 4,859,238  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,859,238  
CHECK BOX IF THE AGGREGATE AMOUNT IN

**11** ROW 9 EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW 9

10.89%  
**12** TYPE OF REPORTING  
PERSON  
IN

CUSIP No. 875372104 Page 6 of 10

**Item 1(a). Name of Issuer:**

Tandem Diabetes Care, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

11075 Roselle St., San Diego, CA 92121

**Item 2(a). Name of Person Filing:**

This Schedule 13G is being jointly filed by the following:

First Light Focus Fund, LP (the "Fund")

First Light Focus Fund GP, LLC (the "General Partner")

First Light Asset Management, LLC (the "Manager")

Mathew P. Arens ("Mr. Arens")

(1)

The Fund is the direct holder and the beneficial owner of the Issuer's shares of common stock, par value \$0.001 per share ("Shares") reflected in Item 4 below.

(2)

The General Partner is deemed to be a beneficial owner of Shares held directly by the Fund because it is the sole general partner of the Fund. The General Partner does not own any Shares for its own account, and disclaims beneficial ownership of the Shares reported herein.

(3)

The Manager is deemed to be a beneficial owner of the Shares reflected in Item 4 below because it (i) acts as investment adviser to the Fund and (ii) acts as investment adviser to certain separately managed accounts that are the direct holders of an aggregate amount of 234,238 Shares. The Manager does not own any Shares for its own account, and disclaims beneficial ownership of the Shares reported herein.

(4)

Mr. Arens both (i) directly holds 125,000 Shares held in a joint spousal account for which he shares control, and (ii) is deemed to be the beneficial owner of the Shares with respect to which the Manager has investment power because Mr. Arens controls the Manager in his position as the managing member and majority owner of the Manager. Mr. Arens does not own any of the Shares reported under the foregoing clause (ii), and disclaims beneficial ownership of such Shares.

**Address of Principal Business Office or, if None, Residence:**

**Item 2(b).**

Each of the reporting persons identified in Item 2(a) has its principal business office at:

3300 Edinborough Way, Suite 201, Edina, MN 55435

**Item 2(c). Citizenship:**

First Light Focus Fund, LP – Delaware limited partnership

First Light Focus Fund GP, LLC – Delaware limited liability company

First Light Asset Management, LLC – Delaware limited liability company

Mathew P. Arens – United States citizen

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.001 par value

**Item 2(e). CUSIP Number:**

875372104

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

**CUSIP** 875372104 Page 7 of 10  
**No .**

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
  - First Light Focus Fund, LP – 4,500,000
  - First Light Focus Fund GP, LLC – 4,500,000

First Light Asset Management,  
LLC – 4,734,238

Mathew P. Arens – 4,859,238

(b) Percent of class:<sup>1</sup>

First Light Focus Fund, LP –  
10.08%

First Light Focus Fund GP, LLC  
– 10.08%

First Light Asset Management,  
LLC – 10.61%

Mathew P. Arens – 10.89%

(c) Number of shares as to which  
such person has:

(i) Sole power to vote or to  
direct the vote  
First Light Focus Fund,  
LP – 0

First Light Focus Fund  
GP, LLC – 0

First Light Asset  
Management, LLC – 0

Mathew P. Arens – 0

(ii) Shared power to vote or  
to direct the vote  
First Light Focus Fund,  
LP – 4,500,000

First Light Focus Fund  
GP, LLC – 4,500,000

First Light Asset  
Management, LLC –  
4,734,238

Mathew P. Arens –  
4,859,238

(iii) Sole power to dispose or  
to direct the disposition  
of

First Light Focus Fund,  
LP – 0

First Light Focus Fund  
GP, LLC – 0

First Light Asset  
Management, LLC – 0

Mathew P. Arens – 0

(iv) Shared power to dispose  
or to direct the  
disposition of  
First Light Focus Fund,  
LP – 4,500,000

First Light Focus Fund  
GP, LLC – 4,500,000

First Light Asset  
Management, LLC –  
4,734,238

Mathew P. Arens –  
4,859,238

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<sup>1</sup> Percentage calculated based on 44,619,404 aggregate shares of common stock issued and outstanding as of February 16, 2018 following the closing of the underwritten public offering of the issuer's common stock, as reported in the Form 8-K filed by the issuer on February 14, 2018, and as further described in the Rule 424(b)(4) prospectus filed by the issuer on February 9, 2018.

CUSIP No . 875372104 Page 8 of 10

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FIRST LIGHT FOCUS FUND,  
LP

Date: February 16, 2018

By:

Name: Jin K. Lien  
Title: Chief Compliance Officer

FIRST LIGHT FOCUS FUND  
GP, LLC

Date: February 16, 2018

By:  
Name: Jin K. Lien  
Title: Chief Compliance Officer

FIRST LIGHT ASSET  
MANAGEMENT, LLC

Date: February 16, 2018

By:  
Name: Jin K. Lien  
Title: Chief Compliance Officer

Date: February 16, 2018

By:  
Name: Mathew P. Arens  
Title:

CUSIP No . 875372104 Page 9 of 10

**Exhibit A**

**JOINT FILING AGREEMENT**

The Undersigned agree that the statement on Schedule 13G with respect to the common stock of Tandem Diabetes Care, Inc., dated as of February 16, 2018, is, and any amendment thereto signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

**FIRST LIGHT FOCUS FUND,  
LP**

By:  
Name: Jin K. Lien  
Title: Chief Compliance Officer

**FIRST LIGHT FOCUS FUND  
GP, LLC**

By:  
Name: Jin K. Lien  
Title: Chief Compliance Officer

**FIRST LIGHT ASSET  
MANAGEMENT, LLC**

By:  
Name: Jin K. Lien  
Title: Chief Compliance Officer

Signature:  
Name: Mathew P. Arens

