American Reprographics CO
Form 424A
March 29, 2006

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission has been declared effective. Neither this preliminary prospectus supplement nor the accompanying prospectus is an offer to sell these securities and we and the selling stockholders are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(a)
Registration No. 333-132530

SUBJECT TO COMPLETION, DATED MARCH 29, 2006

Prospectus Supplement
(To Prospectus dated March , 2006)
6,087,000 shares
Common stock

The selling stockholders identified in this prospectus supplement are selling 6,087,000 shares. We will not receive any of the proceeds from the sale of the shares by the selling stockholders.

Our common stock is quoted on the New York Stock Exchange under the symbol ARP. On March 27, 2006, the last reported sale price of our common stock was $35.15 per share.

	Per share	Total
Public offering price	$	$
Underwriting discounts and commission	$	$
Proceeds to selling stockholders, before expenses	$	$

Certain stockholders have granted the underwriters an option for a period of 30 days to purchase up to 913,000 additional shares of our common stock on the same terms and conditions set forth above to cover over-allotments, if any.

Investing in our common stock involves a high degree of risk. See Risk factors beginning on page S-11.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or the accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to investors on April , 2006.

JPMorgan **Goldman, Sachs & Co.**

Robert W. Baird & Co. **CIBC World Markets**

Credit Suisse **William Blair & Company**

Prospectus Supplement dated April , 2006

Table of contents

Table of Contents

About this prospectus supplement

This prospectus supplement is a supplement to the accompanying prospectus that is also a part of this document. The prospectus is part of a registration statement that we filed with the SEC using a shelf registration process. Under the shelf registration process, from time to time and up to an aggregate amount of 7,000,000 shares (including this offering), the selling stockholders may offer common stock. No securities have been sold under this shelf registration as of the date of this prospectus supplement. In the accompanying prospectus, we provide you with a general description of the securities the selling stockholders may offer from time to time under our shelf registration statement. In this prospectus supplement, we provide you with specific information about the terms of this offering. Both this prospectus supplement and the prospectus include, or incorporate by reference, important information about us, our common stock and other information you should know before investing. This prospectus supplement also adds to, updates and changes information contained in the prospectus. If any specific statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superceded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the prospectus, as well as the additional information described under Where you can find more information in the prospectus before investing in our common stock.

Market data

We operate in an industry in which it is difficult to obtain precise industry and market information. Although we have obtained some industry data from third-party sources that we believe to be reliable, in many cases we have based certain statements contained in this prospectus regarding our industry and our position in the industry on our estimates concerning our customers and competitors. These estimates are based on our experience in the industry, conversations with our principal vendors, our own investigation of market conditions and information obtained through our numerous acquisitions.

Table of Contents

Prospectus summary

This summary highlights only selected information contained elsewhere in this prospectus supplement and the accompanying prospectus and does not contain all of the information you should consider before investing in our common stock. You should read carefully this entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer. Please read Risk factors, beginning on page S-11 of this prospectus supplement for more information about important risks that you should consider before buying our common stock. In this prospectus supplement, American Reprographics Company, ARC, the company, we, us, and our refer to American Reprographics Company and its consolidated subsidiaries, unless the context otherwise dictates.

Our company

We are the leading reprographics company in the United States providing business-to-business document management services to the architectural, engineering and construction industry, or AEC industry. We also provide these services to companies in non-AEC industries, such as technology, financial services, retail, entertainment, and food and hospitality that also require sophisticated document management services.

We provide our core services through our suite of reprographics technology products, a network of approximately 220 locally branded reprographics service centers in 161 U.S. cities, and approximately 2,500 facilities management programs at our customers locations throughout the country. Our service centers are arranged in a hub and satellite structure and are digitally connected as a cohesive network, allowing us to provide our services both locally and nationally. We service approximately 73,000 active customers and we employ more than 3,800 people, including a sales and customer service staff of more than 775 employees. In terms of revenue, number of service facilities and number of customers, we believe we are the largest company in our industry, operating in approximately eight times as many cities and with more than six times the number of service facilities as our next largest competitor.

Reprographics services typically encompass the management and reproduction of construction documents or other graphics-related material and the corresponding finishing and distribution services. We provide these business-to-business services to our customers in three major categories: document management, document distribution and logistics, and print-on-demand. We also sell reprographics equipment and supplies to complement these offerings. We also serve other independent reprographers by licensing our suite of reprographics technology products, including our flagship internet-based application, PlanWell. In addition, we operate PEiR (Profit and Education in Reprographics), a privately held trade organization through which we charge membership fees and provide purchasing, technology and educational benefits to other reprographers, while promoting our reprographics technology products as industry standards.

For the year ended December 31, 2005, our net sales were $494.2 million, our income from operations was $89.8 million, and our net income was $60.5 million. For the year ended December 31, 2005, we estimate that the AEC market accounted for approximately 80% of our net sales, with the remaining 20% from non-AEC markets.

Industry overview

According to the International Reprographics Association, or IRgA, and other industry sources, the reprographics industry in the United States is estimated to be approximately $5 billion in size. The IRgA indicates that the reprographics industry is highly fragmented, consisting of approximately 3,000 firms with average annual sales of approximately $1.5 million and 20 to 25 employees. Since construction documents are the primary medium of communication for the AEC industry, demand for reprographics services in the AEC market is closely tied to the level of activity in the construction industry, which in turn is driven by macroeconomic trends such as GDP growth, interest rates, job creation, office vacancy rates, and tax revenues. According to FMI Corporation, or FMI, a consulting firm to the construction industry, construction industry spending in the United States for 2006 is estimated at $1.1 trillion, with expenditures divided between residential construction 55% and commercial and public, or non-residential, construction 45%. The $5 billion reprographics industry is approximately 0.5% of the $1.1 trillion construction industry in the United States. Our AEC revenues are most closely correlated to the non-residential sectors of the construction industry, which are the largest users of reprographics services. According to FMI, the non-residential sectors of the construction industry are projected to grow at a compounded annual growth rate of approximately 8% over the next three years.

Market opportunities for business-to-business document management services such as ours are rapidly expanding into non-AEC industries. For example, non-AEC customers are increasingly using large and small format color imaging for point-of-purchase displays, digital publishing, presentation materials, educational materials and marketing materials as these services have become more efficient and available on a short-run, on-demand basis through digital technology. As a result, we believe that our addressable market is substantially larger than the core AEC reprographics market. We believe that the growth of non-AEC industries is generally tied to growth in the U.S. gross domestic product, or GDP, which is projected to have grown 3.5% in 2005 and is projected to remain at that growth rate in 2006 according to Wall Street s consensus estimates.

Our competitive strengths

We believe that our competitive strengths include the following:

Leading Market Position in Fragmented Industry. Our size and national footprint provide us with significant purchasing power, economies of scale, the ability to invest in industry-leading technologies, and the resources to service large, national customers.

Leader in Technology and Innovation. We believe our PlanWell online planrooms are well positioned to become the industry standard for managing and procuring reprographics services within the AEC industry. In addition, we have developed other proprietary software applications that complement PlanWell and have enabled us to improve the efficiency of our services, add complementary services and increase our revenue.

Extensive National Footprint with Regional Expertise. Our national network of service centers maintains local customer relationships while benefiting from our centralized corporate functions and national scale. Our service facilities are organized as hub and satellite structures within individual markets, allowing us to balance production capacity and minimize capital expenditures through technology sharing among our service centers within each market. In addition, we serve our national and regional customers under a single contract through our Premier Accounts business unit, while offering centralized access to project-specific services, billing, and tracking information.

Flexible Operating Model. By promoting regional decision making for marketing, pricing, and selling practices, we remain responsive to our customers while benefiting from the cost

Table of Contents

structure advantages of our centralized administrative functions. Our flexible operating model also allows us to capitalize on an improving business environment.

Consistent, Strong Cash Flow. Through management of our inventory and receivables and our low capital expenditure requirements, we have consistently generated strong cash flow from operations after capital expenditures regardless of industry and economic conditions.

Low Cost Operator. We believe we are one of the lowest cost operators in the reprographics industry, which we have accomplished by minimizing branch level expenses and capitalizing on our significant scale for purchasing efficiencies.

Experienced Management Team and Highly Trained Workforce. Our senior management team has an average of over 20 years of industry experience. We have also successfully retained approximately 90% of the managers of the businesses we have acquired since 1997.

Our business strategy

We intend to strengthen our competitive position as the preferred provider of reprographics services in each market we serve. We seek to do so while increasing revenue, cash flow, profitability, and market share. Our key strategies to accomplish this objective include:

Continue to Increase Our Market Penetration and Expand Our Nationwide Footprint. We believe that many of our local customers rely on local relationships with our service centers for their document management services. We also recognize a growing desire among larger regional and national customers to consolidate their purchasing of reprographics services. We believe that we are currently a leader in approximately half of the top 50 U.S. markets (as defined by Neilsen media research). To expand our nationwide footprint, we intend to increase our presence in the top 50 U.S. markets and other under-penetrated regions through facilities management contracts, targeted branch openings, strategic acquisitions and national accounts.

Facilities Management Contracts. We expect to capitalize on the continued trend of our customers to outsource their document management services, including their in-house operations. Placing equipment (and sometimes staff) in an architectural studio or construction company office remains a compelling service offering as evidenced by our eight-year compounded annual growth rate of 30% in new on-site services contracts. The renewable nature of most on-site service contracts leads us to believe that this source of revenue will continue to increase in the near term. We will continue to concentrate on developing ongoing facilities management relationships in all of the markets we serve and building our base of recurring revenue.

Targeted Branch Openings. Significant opportunities exist to expand our geographic coverage, capture new customers and increase our market share by opening additional satellite branches in regions near our established operations. In 2005, we opened 19 such branches in areas that expand or further penetrate our existing markets. We plan to open an additional 15 branches by the end of 2006. We believe that our existing corporate infrastructure is capable of supporting a much larger branch network and significantly higher revenue.

Strategic Acquisitions. Acquisitions have historically been an important component of our growth strategy and, accordingly, we have developed a structured approach to acquiring and integrating companies. Because our industry consists primarily of small, privately held companies that serve only local markets, we believe that we can continue to grow our business by acquiring additional reprographics companies at reasonable prices and subsequently realizing substantial operating and purchasing synergies by leveraging our existing corporate infrastructure.

National Accounts. Our Premier Accounts business unit offers a comprehensive suite of reprographics services designed to meet the demands of large regional and national businesses. It provides local reprographics services to regional and national companies through our national network of reprographics service centers, while offering centralized access to project-specific services, billing and tracking information. Through our extensive national footprint and industry-leading technology, we believe that we are well positioned to meet the demands of national companies and will continue to capture additional revenues and customers through this business unit.

Promote PlanWell as the Industry Standard for Procuring Reprographics Services Online. We continue to expand the market penetration of PlanWell to create an industry standard for online document management, storage, and document retrieval services. In order to increase market share and achieve industry standardization, we will continue to license our PlanWell technology to other reprographics companies, including members of PEiR. Through December 2005, we licensed PlanWell technology products for use in 140 independent reprographics service facilities, which, in combination with ARC locations, has made our technology available in more than 350 locations across the United States.

Solidify Our Non-AEC Service Offerings. We have leveraged our expertise in providing highly customized, quick turnaround services to the AEC industry to attract customers from non-AEC industries that are increasingly seeking document management, document distribution and logistics, and print-on-demand services. We have been successful in attracting non-AEC customers that require services such as the production of large format and small format color and black and white documents, educational and training materials, short-run publishing products, and retail and promotional items. Our services to these customers accounted for approximately 20% of our net sales in 2005.

In addition, we continue to focus on creating new value-added services beyond traditional reprographics to offer all of our customers. We are actively engaged in services such as bid facilitation, print network management for offices and on-site production facilities, and on-demand color publishing. We plan to continue to capitalize on our technological innovation to enhance our existing services, add new revenue streams, and create new reprographics technologies.

Corporate background and reorganization

Our predecessor, Ford Graphics, was founded in Los Angeles, California in 1960. In 1967, this sole proprietorship was dissolved and a new corporate structure was established under the name Micro Device, Inc., which continued to provide reprographics services under the name Ford Graphics. In 1989, our current senior management team purchased Micro Device, Inc., and in November 1997 our company was recapitalized as a California limited liability company, with management retaining a 50% ownership position and the remainder owned by outside investors. In April 2000, Code Hennessy & Simmons LLC, or CHS, through its affiliates acquired a 50% stake in our company from these outside investors in the 2000 recapitalization (referred to as the 2000 recapitalization).

In February 2005, we reorganized from American Reprographics Holdings, L.L.C., a California limited liability company, or Holdings, to a Delaware corporation, American Reprographics

Company. In the reorganization, the members of Holdings exchanged their common units and options to purchase common units for shares of our common stock and options to purchase shares of our common stock. As part of our reorganization, all outstanding warrants to purchase common units of Holdings were exchanged for shares of our common stock. We conduct our operations through our wholly-owned operating subsidiary, American Reprographics Company, L.L.C., a California limited liability company, or Opco, and its subsidiaries.

Table of Contents

The offering

Common stock offered by the selling stockholders	6,087,000 shares
Common stock to be outstanding after this offering(1)	44,812,815 shares
Use of proceeds	We will not receive any proceeds from the sale of shares by the selling stockholders.
Dividend policy	We do not anticipate paying any dividends on our common stock in the foreseeable future.
New York Stock Exchange symbol	ARP

Unless otherwise noted, the information in this prospectus, including the information above:

reflects our conversion from a California limited liability company to a Delaware corporation, which occurred on February 3, 2005;

reflects 44,625,815 shares of common stock outstanding at March 1, 2006;

excludes 1,397,585 shares of common stock subject to outstanding options at March 1, 2006 issued at a weighted average exercise price of $5.92 per share;

excludes 32,050 shares of common stock issued upon option exercises since March 1, 2006;

excludes 3,249,315 shares of common stock reserved for future issuance under our 2005 Stock Plan, and 387,939 shares of common stock reserved for future issuance under our 2005 Employee Stock Purchase Plan; and

assumes no exercise of the underwriters option to purchase additional shares.

(1) Includes 187,000 shares of common stock to be issued upon exercise of outstanding options prior to the close of the offering.

Risk factors

See Risk factors and the other information included in this prospectus for a discussion of the factors you should consider carefully before deciding to invest in shares of our common stock.

Table of Contents

Summary historical and unaudited pro forma financial data

The summary historical and unaudited pro forma financial data presented below are derived from the audited financial statements of Holdings for the fiscal years ended December 31, 2001, 2002, 2003 and 2004 and the audited financial statements of American Reprographics Company for the fiscal year ended December 31, 2005. Except where otherwise indicated, the unaudited pro forma financial data set forth below give effect to our conversion to a Delaware corporation in February 2005. For additional information see Capitalization, Selected historical financial data, Management s discussion and analysis of financial condition and results of operations, and our audited financial statements included elsewhere in this prospectus supplement.

Fiscal year ended December 31, (dollars in thousands, except per unit / share amounts)	**2001**	**2002**	**2003**	**2004**	**2005**
Statement of operations data:					
Reprographics services	$ 338,124	$ 324,402	$ 315,995	$ 333,305	$ 369,123
Facilities management	39,875	52,290	59,311	72,360	83,125
Equipment and supplies sales	42,702	42,232	40,654	38,199	41,956
Total net sales	420,701	418,924	415,960	443,864	494,204
Cost of sales	243,710	247,778	252,028	263,787	289,580
Gross profit	176,991	171,146	163,932	180,077	204,624
Selling, general and administrative expenses	104,004	103,305	101,252	105,780	112,679
Provision for sales tax dispute settlement				1,389	
Amortization of intangibles	5,801	1,498	1,709	1,695	2,120
Write-off of intangible assets	3,438				
Income from operations	63,748	66,343	60,971	71,213	89,825
Other income	304	541	1,024	420	381
Interest expense	(47,530)	(39,917)	(39,390)	(33,565)	(26,722)
Loss on early extinguishment of debt			(14,921)		(9,344)
Income before income tax provision (benefit)	16,522	26,967	7,684	38,068	54,140
Income tax provision (benefit)(1)	5,787	6,267	4,131	8,520	(6,336)
Net income	10,735	20,700	3,553	29,548	60,476
Dividends and amortization of discount on preferred equity	(3,107)	(3,291)	(1,730)		
	7,628	17,409	1,823	29,548	60,476

Net income attributable to common members / stockholders					
Unaudited pro forma incremental income tax provision(1)	2,574	6,211	673	9,196	333
Unaudited pro forma net income attributable to common members / stockholders	$ 5,054	$ 11,198	$ 1,150	$ 20,352	$ 60,143
Net income attributable to common members / stockholders per common unit / share:					
Basic	$ 0.21	$ 0.48	$ 0.05	$ 0.83	$ 1.43

Table of Contents

Fiscal year ended December 31, (dollars in thousands, except per unit / share amounts)	**2001**	**2002**	**2003**	**2004**	**2005**
Diluted	$ 0.21	$ 0.47	$ 0.05	$ 0.79	$ 1.40

Fiscal year ended December 31,	**2001**	**2002**	**2003**	**2004**	**2005**
Unaudited pro forma net income attributable to common members / stockholders per common unit / share:					
Basic	$ 0.14	$ 0.31	$ 0.03	$ 0.57	$ 1.42
Diluted	$ 0.14	$ 0.30	$ 0.03	$ 0.54	$ 1.39
Weighted average common units / shares outstanding:					
Basic	36,628,801	36,406,220	35,480,289	35,493,136	42,264,001
Diluted	36,757,814	36,723,031	37,298,349	37,464,123	43,178,001

Fiscal year ended December 31, (dollars in thousands)	**2001**	**2002**	**2003**	**2004**	**2005**
Other financial data:					
EBIT(2)	$ 64,052	$ 66,884	$ 61,995	$ 71,633	$ 90,206
EBITDA(2)	$ 89,494	$ 86,062	$ 81,932	$ 90,363	$ 109,371
EBIT margin(2)	15.2%	16.0%	14.9%	16.2%	18.2%
EBITDA margin(2)	21.3%	20.5%	19.7%	20.4%	22.1%
Depreciation and amortization(3)	$ 25,442	$ 19,178	$ 19,937	$ 18,730	$ 19,165
Capital expenditures, net	$ 8,659	$ 5,209	$ 4,992	$ 5,898	$ 5,237
Interest expense, net	$ 47,530	$ 39,917	$ 39,390	$ 33,565	$ 26,722

	As of December 31, 2005

	As of December 31,					
(dollars in thousands)	2001	2002	2003	2004	Actual	As adjusted(4) (unaudited)
Balance sheet data:						
Cash and cash equivalents	$ 29,110	$ 24,995	$ 17,315	$ 13,826	$ 22,643	$ 22,193
Total assets	372,583	395,128	374,716	377,334	442,362	441,912
Long-term obligations and mandatorily redeemable preferred and common units / shares(5)(6)	371,515	378,102	360,008	338,371	253,371	253,371
Total members /stockholders equity (deficit)(7)	(78,955)	(61,082)	(60,015)	(35,009)	113,569	113,119
Working capital	24,338	24,371	16,809	22,387	35,797	35,347

(1) Prior to our reorganization as a Delaware corporation in February 2005, a substantial portion of our business was operated as a limited liability company, or LLC, and taxed as a partnership. As a result, the members of the LLC paid the income taxes on the earnings. The unaudited pro forma incremental income tax provision amounts reflected in the table above were calculated as if our reorganization became effective on January 1, 2001.

(2) Non-GAAP Measures.

EBIT and EBITDA and related ratios presented in this prospectus supplement are supplemental measures of our performance that are not required by or presented in accordance with GAAP. These measures are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income, income from operations, or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating, investing or financing activities as a measure of our liquidity.

EBIT represents net income before interest and taxes. EBITDA represents net income before interest, taxes, depreciation and amortization. EBIT margin is a non-GAAP measure calculated by subtracting depreciation and amortization from EBITDA and dividing the result by net sales. EBITDA margin is a non-GAAP measure calculated by dividing EBITDA by net sales.

We present EBIT and EBITDA and related ratios because we consider them important supplemental measures of our performance and liquidity. We believe investors may also find these measures meaningful, given how our management makes use of them. The following is a discussion of our use of these measures.

We use EBIT to measure and compare the performance of our divisions. We operate our divisions as separate business units but manage debt and taxation at the corporate level. As a result, EBIT is the best measure of divisional profitability and the most useful metric by which to measure and compare the performance of our divisions. We also use EBIT to measure performance for determining division-level compensation and use EBITDA to measure performance for determining consolidated-level compensation. We also use EBITDA as a metric to manage cash flow from our divisions to the corporate level and to determine the financial health of each division. As noted above, becaual;font-style:normal;text-transform:none;font-variant: normal;">(12)

Represents shares of Common Stock reserved for issuance pursuant to stock option awards issued on August 15, 2018 following stockholder approval of an increase in the number of shares of Common Stock reserved for issuance under the 2013 Plan.

(13) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act on the basis of $33.03 per share, which represents the exercise price of the stock option awards issued on August 15, 2018 as described in footnote 12.

(14) Represents 2,000,000 additional shares of Common Stock reserved for issuance pursuant to the 2013 ESPP. Shares available for issuance under the 2013 ESPP were previously registered on registration statements on Form S-8 filed with the SEC on November 19, 2013 (File No. 333-192406), February 24, 2015 (File No. 333-202254), February 24, 2016 (File No. 333-209685), March 8, 2017 (File No. 333-216529) and March 1, 2018 (File No. 333-223377). See “Explanatory Note” for additional information.

(15) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Market on August 13, 2018 multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2013 ESPP.

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SHARES

Tandem Diabetes Care, Inc. is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) for the purpose of registering an additional (i) 5,500,000 shares of Common Stock that have been reserved for issuance under the Tandem Diabetes Care, Inc. Amended and Restated 2013 Stock Incentive Plan (the “2013 Plan”), which includes (1) 4,358,720 shares subject to awards previously issued pursuant to the 2013 Plan, and (2) 1,141,280 shares reserved for issuance pursuant to the 2013 Plan and not subject to awards previously issued pursuant to the 2013 Plan, and (ii) 2,000,000 shares of Common Stock that have been reserved for issuance under the Tandem Diabetes Care, Inc. Amended and Restated 2013 Employee Stock Purchase Plan (the “2013 ESPP”). Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registrant’s registration statements on Form S-8 filed with the SEC on November 19, 2013 (File No. 333-192406), February 24, 2015 (File No. 333-202254), February 24, 2016 (File No. 333-209685), March 8, 2017 (File No. 333-216529) and March 1, 2018 (File No. 333-223377).

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference				Provided Herewith
		Form	File No.	Date of First Filing	Exhibit Number	
4.1	Specimen Certificate for Common Stock.	S-1/A	333-191601	November 4, 2013	4.1	
4.2	Amended and Restated Certificate of Incorporation of Tandem Diabetes Care, Inc., as currently in effect.	S-1/A	333-222553	January 29, 2018	3.1	
4.3	Amended and Restated Bylaws of Tandem Diabetes Care, Inc., as currently in effect.	S-1/A	333-191601	November 4, 2013	3.5	
4.4	Tandem Diabetes Care, Inc. Amended and Restated 2013 Stock Incentive Plan.	DEF 14A	001-36189	April 26, 2018	Appendix B	
4.5	Form of Stock Option Agreement under 2013 Plan.	S-1/A	333-191601	November 4, 2013	10.7	
4.6	Form of Stock Option Agreement under 2013 Plan (Non-Employee Directors).	S-1/A	333-191601	November 4, 2013	10.8	
4.7	Tandem Diabetes Care, Inc. Amended and Restated 2013 Employee Stock Purchase Plan.	DEF 14A	001-36189	April 26, 2018	Appendix C	
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.					X
23.1	Consent of independent registered public accounting firm.					X
23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (contained in Exhibit 5.1 hereto).					X
24.1	Power of Attorney (included in signature page hereto).					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in San Diego, California on August 17, 2018.

Tandem Diabetes Care, Inc.

By: /s/ Kim D. Blickenstaff
Kim D. Blickenstaff
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Kim D. Blickenstaff, Leigh A. Vosseller and David B. Berger, and each or any of them, acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ KIM D. BLICKENSTAFF Kim D. Blickenstaff	President, Chief Executive Officer and Director (Principal Executive Officer)	August 17, 2018
/s/ LEIGH A. VOSSELLER Leigh A. Vosseller	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 17, 2018
/s/ DICK P. ALLEN Dick P. Allen	Director and Chairman of the Board	August 17, 2018
/s/ EDWARD L. CAHILL Edward L. Cahill	Director	August 17, 2018
/s/ FRED E. COHEN	Director	

Fred E. Cohen, M.D., D.Phil, F.A.C.P.		August 17, 2018
/s/ HOWARD E. GREENE, JR. Howard E. Greene, Jr.	Director	August 17, 2018
/s/ DOUGLAS A. ROEDER Douglas A. Roeder	Director	August 17, 2018
/s/ CHRISTOPHER J. TWOMEY Christopher J. Twomey	Director	August 17, 2018
/s/ RICHARD P. VALENCIA Richard P. Valencia	Director	August 17, 2018

6