

DEXCOM INC  
Form 8-K  
January 15, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) January 14, 2010**

**DexCom, Inc.**

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

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

**000-51222**  
**(Commission file number)**

**33-0857544**  
**(I.R.S. Employer**  
  
**Identification No.)**

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6340 Sequence Drive

San Diego, CA 92121  
(Address of principal executive offices)

92121  
(Zip Code)

Registrant's telephone number, including area code (858) 200-0200

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 14, 2010, DexCom, Inc. ( DexCom ) entered that certain underwriting agreement (the Underwriting Agreement ) with Canaccord Adams Inc. (the Underwriter ). The Underwriting Agreement provides for the sale to the Underwriter of up to 4,025,000 shares of DexCom common stock, par value \$0.001 per share, at a price to the Underwriter of \$8.30 per share, including an overallotment option of 525,000 shares (the Offering ). The shares are being offered and sold under a prospectus supplement filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 424(b) of the Securities Act of 1933, as amended, (the Act ) in connection with an offering pursuant to DexCom s shelf registration statement on Form S-3 (File Number 333-162874) (the Registration Statement ). The Offering is expected to close on January 21, 2010.

The above description of the Underwriting Agreement is qualified in its entirety by the Underwriting Agreement, which is attached to this report as Exhibit 1.01 and which is incorporated by reference into the Registration Statement.

**Item 8.01 Other Events.**

In connection with the Offering, DexCom is filing a legal opinion and consent as Exhibit 5.01 and Exhibit 23.01 to this Report, which are incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

| <b>Exhibit</b> |   |
|----------------|---|
| <b>Number</b>  | <b>Description of Exhibit</b>   |
| 1.01           | Underwriting Agreement, dated as of January 14, 2010, between DexCom, Inc. and Canaccord Adams Inc. |
| 5.01           | Opinion of Fenwick & West LLP regarding the legality of the shares offered                          |
| 23.01          | Consent of Fenwick & West LLP (included in Exhibit 5.01)  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DEXCOM, INC.**

Date: January 15, 2010

By: /s/ JOHN LISTER  
Name: **John Lister**  
Title: **Vice President of Legal Affairs**

**Exhibit Index**

**Exhibit**

**Number**

**Description of Exhibit**

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|-------|--|
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