

DEXCOM INC  
Form 8-K  
March 11, 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) March 10, 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 3.02 Unregistered Sales of Equity Securities.**

As of March 10, 2010, DexCom, Inc. ( "DexCom" ) entered into agreements with holders of DexCom's issued and outstanding 4.75% Convertible Senior Notes due 2027 (the "Notes" ), under which DexCom agreed to issue an aggregate of 1,480,404 shares of its common stock, par value \$0.001 per share, in exchange for \$11,150,000 in aggregate principal amount of the Notes held by the exchanging holders. No commission or other remuneration was paid or given directly or indirectly in connection with the exchange. The exchange is exempt from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

**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: March 11, 2010

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