

DEXCOM INC  
Form S-8  
February 27, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DexCom, Inc.  
(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
6340 Sequence Drive  
San Diego, California 92121  
(Address, including zip code, of Registrant's principal executive offices)

33-0857544  
(I.R.S. Employer  
Identification Number)

2005 Equity Incentive Plan  
(Full Title of the Plans)

Kevin Sayer  
Chief Executive Officer and President  
c/o DexCom, Inc.  
6340 Sequence Drive  
San Diego, California 92121  
(858) 200-0200  
(Name, Address and Telephone Number of Agent For Service)

Copies to:  
Robert A. Freedman, Esq.  
Michael A. Brown, Esq.  
Fenwick & West LLP  
801 California Street  
Mountain View, CA 94041  
(650) 988-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated Filer  Accelerated Filer   
Non-accelerated Filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value(2)	2,318,740(3)	\$62.27(4)	\$144,387,940(4)	\$16,778

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the
- (1) 2005 Equity Incentive Plan (the “EIP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
  - (2) Each share of common stock includes one stockholder right as described under “Description of Capital Stock” in the Registrant’s registration statement on Form S-1, as amended (File No. 333-122454).
  - (3) Shares to be registered and available for grant under the EIP resulting from the automatic annual 3% increase in the number of authorized shares available for issuance under the EIP.
- Estimated pursuant to Rule 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration
- (4) fee, based on the average of the high and low sales price reported on The NASDAQ Global Select Market on February 24, 2015.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8  
REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the SEC to register 2,318,740 additional shares of common stock under the Registrant's EIP pursuant to the provisions of the EIP providing for an automatic increase in the number of shares of common stock reserved for issuance under the EIP. This registration statement (the "Registration Statement") hereby incorporates by reference the contents of the Registrant's earlier registration statements on Form S-8 (registration numbers 333-195660, 333-188305, 333-180421, 333-172604, 333-166552, 333-158993, 333-149734, 333-145159 333-138174 and 333-124059) filed with the Commission on May 2, 2014, May 2, 2013, March 28, 2012, March 3, 2011, May 5, 2010, May 5, 2009, March 14, 2008, August 6, 2007, October 24, 2006 and April 14, 2005 respectively.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Document	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
4.02	Registrant's Amended and Restated Bylaws.	8-K	000-51222	November 21, 2014	3.01	
5.01	Opinion of Fenwick & West LLP regarding legality of the securities being registered.					X
23.01	Consent of Independent Registered Public Accounting Firm.					X
23.02	Consent of Fenwick & West LLP (included in Exhibit 5.01).					X
24.01	Power of Attorney (see signature page to Registration Statement).					X

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 the City of San Diego, State of California, on this 27th day of February, 2015.

DEXCOM, INC.

By:            /S/ KEVIN SAYER  
                 Kevin Sayer  
                 Chief Executive Officer and President

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Kevin Sayer and Jess Roper, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all 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 with respect to this Registration Statement, including post-effective amendments, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

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

Name	Title	Date
Principal Executive Officer and Director:		
/S/ KEVIN SAYER Kevin Sayer	Chief Executive Officer, President and Director (Principal Executive Officer)	February 27, 2015
Principal Financial Officer and Principal Accounting Officer:		
/S/ JESS ROPER Jess Roper	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2015
Additional Directors:		
/S/ TERRANCE GREGG Terrance Gregg	Executive Chairman of the Board of Directors	February 27, 2015
/S/ JONATHAN LORD, M.D. Jonathan Lord, M.D.	Lead Independent Director	February 27, 2015
/S/ MARK FOLETTA Mark Foletta	Director	February 27, 2015
/S/ JAY SKYLER, M.D. Jay Skyler, M.D.	Director	February 27, 2015
/S/ ERIC TOPOL, M.D. Eric Topol, M.D.	Director	February 27, 2015
/S/ NICHOLAS AUGUSTINOS Nicholas Augustinos	Director	February 27, 2015
/S/ STEVE ALTMAN Steve Altman	Director	February 27, 2015

/S/ BARBARA KAHN  
Barbara Kahn

Director

February 27, 2015

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Exhibit Index

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