

DEXCOM INC  
Form 8-K  
February 24, 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) February 24, 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.**

On February 24, 2010, DexCom, Inc. ( "DexCom" ) entered into an agreement with a holder of DexCom's issued and outstanding 4.75% Convertible Senior Notes due 2027 (the "Notes" ), under which DexCom agreed to issue an aggregate of 1,298,544 shares of its common stock, par value \$0.001 per share, in exchange for \$9,750,000 in aggregate principal amount of the Notes held by the exchanging holder. 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: February 24, 2010

By: /s/ Jess Roper

Name: Jess Roper

Title: Chief Financial Officer