

DEXCOM INC  
Form 8-K  
May 06, 2009

**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): May 5, 2009

**DexCom, Inc.**

(Exact Name of the Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-51222  
(Commission File Number)

33-0857544  
(IRS Employer Identification No.)

6340 Sequence Drive, San Diego, CA  
(Address of Principal Executive Offices)

92121  
(Zip Code)

(858) 200-0200

(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

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- .. 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)
  
- .. 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 May 5, 2009, DexCom, Inc. ( DexCom ), entered into a Letter Agreement (the Letter Agreement ) with Edwards Lifesciences LLC ( Edwards ) amending the Collaboration Agreement dated November 10, 2008 between DexCom and Edwards. Under the Collaboration Agreement, DexCom s development obligations include, among other things, completion of clinical trials for the first generation product under development to support an application for regulatory approval. Pursuant to the Letter Agreement, Edwards and DexCom have agreed that Edwards will lead and fund a portion of the clinical trials related to the Collaboration Agreement. As a result, Edwards development funding obligation to DexCom under the Agreement shall be reduced by \$1,500,000, which is the amount estimated to complete the relevant portion of the clinical trials.

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On May 6, 2009, DexCom issued a press release announcing its financial results for the quarter ended March 31, 2009 and certain other information. This press release has been furnished as Exhibit 99.01 to this report and is incorporated herein by this reference.

The information in this Item 2.02, including Exhibit 99.01 hereto, is furnished pursuant to Item 2.02 of Form 8-K, and is not deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying exhibit is not incorporated by reference in any filing of DexCom under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

<b>Number</b>	<b>Description</b>
99.01	Press release dated May 6, 2009.

**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 thereunto duly authorized.

DEXCOM, INC.

By: /s/ Steven R. Pacelli  
Steven R. Pacelli

Chief Administrative Officer  
Date: May 6, 2009

**Exhibit Index**

<b>Number</b>	<b>Description</b>
99.01	Press release dated May 6, 2009.