

DEXCOM INC  
Form S-8  
May 02, 2014

As filed with the Securities and Exchange Commission on May 2, 2014

Registration No. 333-

**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**

**33-0857544**  
**(I.R.S. Employer**

**Identification Number)**

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**San Diego, California 92121**

**(Address, including zip code, of Registrant's principal executive offices)**

**2005 Equity Incentive Plan**

**(Full Title of the Plans)**

**Terrance H. Gregg**

**Chief Executive Officer**

**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**

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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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value(2)	2,175,140(3)	\$33.01(4)	\$71,801,371.40(4)	\$9,248.02

- (1) 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 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.
- (4) Estimated pursuant to Rule 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, based on the average of the high and low sales price reported on The NASDAQ Global Select Market on April 28, 2014.

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

This registration statement (the **Registration Statement**) hereby incorporates by reference the contents of DexCom's earlier registration statements on Form S-8 (registration numbers 333-188305 and 333-180421) filed with the Commission on May 2, 2013 and March 28, 2012, respectively.

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Exhibit Document</b>	<b>Incorporated by Reference</b>			<b>Exhibit Number</b>	<b>Provided Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Date of First Filing</b>		
4.01	Registrant's Restated Certificate of Incorporation.	S-1/A	333-122454	March 3, 2005	3.03	
4.02	Registrant's Amended and Restated Bylaws.	8-K	000-51222	March 23, 2011	99.01	
4.03	Form of Specimen Certificate for Registrant's common stock.	S-1/A	333-122454	March 24, 2005	4.01	
4.04	Form of Rights Agreement, between DexCom, Inc. and American Stock Transfer & Trust Company, including the Certificate of Designations of Series A Junior Participating Preferred Stock, Summary of Stock Purchase Rights and Forms of Right Certificate attached thereto as Exhibit A, B and C, respectively.	S-1/A	000-51222	March 24, 2005	4.03	
4.05	2005 Equity Incentive Plan, as amended, and forms of stock option agreement and stock option exercise agreements.	10-Q	000-51222	May 3, 2011	10.25	
4.06	Form of Restricted Stock Unit Award Agreement.	10-Q	000-51222	May 5, 2010	10.26	
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 page II-5 of this registration statement).	X

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**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 2<sup>nd</sup> day of May, 2014.

**DEXCOM, INC.**

By: /s/ TERRANCE H. GREGG  
**Terrance H. Gregg**

**Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Terrance H. Gregg 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
<b>Principal Executive Officer and Director:</b>		
/s/ TERRANCE H. GREGG <b>Terrance H. Gregg</b>	Chief Executive Officer and Director  <i>(Principal Executive Officer)</i>	May 2, 2014
<b>Principal Financial Officer and Principal Accounting Officer:</b>		
/s/ JESS ROPER <b>Jess Roper</b>	Chief Financial Officer  <i>(Principal Financial and Accounting Officer)</i>	May 2, 2014

**Additional Directors:**

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/s/ JONATHAN LORD, M.D. <b>Jonathan Lord, M.D.</b>	Chairman of the Board of Directors	May 2, 2014
/s/ KEVIN SAYER <b>Kevin Sayer</b>	President, Chief Operating Officer and Director	May 2, 2014
/s/ JAY SKYLER, M.D. <b>Jay Skyler, M.D.</b>	Director	May 2, 2014
/s/ ERIC TOPOL, M.D. <b>Eric Topol, M.D.</b>	Director	May 2, 2014

/s/ NICHOLAS AUGUSTINOS  
**Nicholas Augustinos**

Director

May 2, 2014

/s/ STEVE ALTMAN  
**Steve Altman**

Director

May 2, 2014

/s/ BARBARA KAHN  
**Barbara Kahn**

Director

May 2, 2014



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**Exhibit Index**

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