

DEXCOM INC  
Form 8-K  
May 23, 2008

**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 20, 2008

**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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

Effective May 20, 2008, the Board of Directors (the Board) of DexCom, Inc. (the Company) appointed Jonathan T. Lord, M.D. as a Class III director (term to expire in 2011). Initially, Dr. Lord will not be serving on any committees of the Board, although it is expected that Dr. Lord will serve on the Compensation Committee and the Nominating and Governance Committee of the Board. Dr. Lord will be entitled to receive standard non-employee director compensation, including: (i) an annual retainer of \$30,000, of which at least 50% is to be paid in shares of Company common stock, and up to 100% may be paid in shares of common stock at the election of Dr. Lord; (ii) upon joining the Board, a non-qualified option to purchase shares of the Company's common stock with a Black-Scholes value equal to \$300,000, which option will vest, subject to continued service to the Company as a director, monthly over 36 months from the date of grant; and (iii) for each additional year that he serves as a director, Dr. Lord will be granted an additional non-qualified option to purchase shares of the Company's common stock with a Black-Scholes value equal to \$125,000, which option will vest, subject to continued service to the Company as a director, monthly over 12 months from the date of grant. The exercise price for all option grants will be equal to their fair market value on the date of grant. On May 23, 2008, the Company issued a press release regarding the appointment of Dr. Lord. The full text of the press release is attached as Exhibit 99.01 hereto.

**Item 9.01: Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.01	Press Release dated May 23, 2008.

**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  
Senior Vice President of Corporate Affairs  
Date: May 23, 2008

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.01	Press Release dated May 23, 2008.