

DEXCOM INC
Form 8-K
March 06, 2007

**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): **March 6, 2007**

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.)

5555 Oberlin 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):

- 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 8.01: Other Events.

On March 6, 2007 DexCom, Inc. (the Company) issued a press release announcing the pricing of its offering of \$40 million of 4.75% Convertible Senior Notes due 2027 (the Notes) to be sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933. The Company has granted the initial purchaser a 30-day option to purchase up to an additional \$20 million aggregate principal amount of additional notes (the Additional Notes). The Company intends to use the net proceeds of the offering for working capital and general corporate purposes. If the initial purchaser purchases the Additional Notes, the Company intends to use a portion of the net proceeds from the sale of such Additional Notes to enter into call spread transactions on its common stock that will relate to the entire amount of Notes and Additional Notes that the Company issues in order to reduce the potential dilution from conversion of the Notes and Additional Notes. Attached as Exhibit 99.1 is the press release of the Company regarding the pricing of its offering of 4.75% Convertible Senior Notes due 2027. Exhibit 99.1 is incorporated by reference under this Item 8.01.

Item 9.01: Financial Statements and Exhibits.

(c) Exhibits.

| Number | Description |
|--------|---|
| 99.01 | Press release dated March 6, 2007 regarding the pricing of its offering of 4.75% Convertible Senior Notes due 2027. |

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 J. Kemper
Steven J. Kemper
Chief Financial Officer

Date: March 6, 2007

Exhibit Index

| Number | Description |
|--------|---|
| 99.01 | Press release dated March 6, 2007 regarding the pricing of its offering of 4.75% Convertible Senior Notes due 2027. |
