

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): October 11, 2020

**Dexcom**  
**DEXCOM, INC.**

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

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

000-51222  
(Commission File Number)

33-0857544  
(I.R.S. Employer Identification No.)

6340 Sequence Drive, San Diego, CA 92121

(Address of Principal Executive Offices, including Zip code)

(858) 200-0200

(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address, and Former Fiscal Year, if changed from 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(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.001 Par Value Per Share	DXCM	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

Effective on October 11, 2020, the Board of Directors (the “**Board**”) of DexCom, Inc. (“**DexCom**”) elected Kyle Malady to fill a vacancy on the Board as a Class II director. Mr. Malady shall hold office for a term expiring at the 2022 Annual Meeting of DexCom’s stockholders, which is the next stockholder meeting at which Class II directors will be elected.

There is no arrangement or understanding between Mr. Malady and any other persons pursuant to which Mr. Malady was selected as a director. Mr. Malady is not a party to and does not have any direct or indirect material interest in any transaction with DexCom required to be disclosed under Item 404(a) of Regulation S-K. The Board determined that Mr. Malady qualifies as an independent director pursuant to the Securities Act of 1933, as amended, and the listing standards of the Nasdaq Stock Market, in each case as currently in effect. Mr. Malady also entered into DexCom’s standard form of indemnity agreement for its directors and executive officers, which was filed as Exhibit 10.29 to DexCom’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the Securities and Exchange Commission on February 13, 2020.

Consistent with DexCom’s non-employee director’s compensation policy for non-employee directors, upon appointment, Mr. Malady was granted an initial retainer grant of restricted stock units with a fair value of \$500,000, vesting annually over the three years following the date of grant. Mr. Malady will also receive the customary annual compensation paid to non-employee directors on or around the annual 2021 stockholder meeting in the form of a grant of restricted stock units with a fair value of \$300,000, vesting on the earlier of the date of the first annual stockholder meeting thereafter or one year from the date of grant. The initial retainer grant will be issued under the DexCom Amended and Restated 2015 Equity Incentive Plan, will accelerate in full upon a change of control and will result in the issuance of a number of restricted stock units calculated by dividing the fair value amount of the applicable grant by the average of the closing price of DexCom’s common stock for the 15 trading-day period immediately prior to the date of grant.

**ITEM 8.01. OTHER EVENTS**

DexCom announced the election of Mr. Malady to the Board in a press release furnished as Exhibit 99.01 to this report and is incorporated herein by this reference.

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

**(d) Exhibits.**

<u>Number</u>	<u>Description</u>
<a href="#">99.01</a>	<a href="#">Press release dated October 13, 2020.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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## 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/ PATRICK M. MURPHY  
Patrick M. Murphy  
Executive Vice President and Chief Legal Officer

Date: October 12, 2020

## **Dexcom Appoints Kyle Malady to Board of Directors**

SAN DIEGO--(BUSINESS WIRE)—October 13, 2020-- DexCom, Inc. (NASDAQ: DXCM), the global leader in real-time continuous glucose monitoring, today announced the appointment of Kyle Malady to its Board of Directors, effective immediately.

Mr. Malady currently serves as executive vice president of global networks and technology & chief technology officer at Verizon Communications Inc. Verizon is one of the world's largest communication technology companies with greater than \$129 billion in revenue in 2019. In his role, Mr. Malady leads the company's network operations, IT functions, data center management, and customer facing new product realization. This includes oversight of more than 50,000 employees globally. Mr. Malady also serves on several executive committees providing insight into Verizon's capital spending, mergers and acquisitions, and corporate strategy. He brings to the DexCom Board extensive experience forged during a more than 30-year career in mobile communications technology and strategic innovation that complements DexCom's leadership in connected solutions and data analytics via its continuous glucose monitoring (CGM) systems.

"We are very excited to welcome Kyle to the DexCom Board," said Kevin Sayer, chairman, president and CEO at DexCom. "Kyle is one of the world's foremost leaders in his field and has established himself as an invaluable leader across several of Verizon's key business units and product offerings over the course of his career. His experience and creativity provide a complementary fit with our efforts to leverage DexCom's CGM systems and data infrastructure to empower people to take control of their health."

### **About Kyle Malady**

Kyle Malady is executive vice president of global networks and technology & chief technology officer at Verizon Communications, Inc. He leads the company's network operations, IT functions, data center management, and customer facing new product realization. Prior to assuming this role, Mr. Malady was head of the Core Engineering and Operations organization within the Global Network and Technology organization. He has also served as Verizon's vice president of New Product Development, including an instrumental role in the development and commercialization of 4G LTE and the launch of platforms such as VCast Music and Video, VZ Navigator, Push to Talk, VZ MobileWeb, and the Verizon App Store. During his tenure he has held a variety of positions in operations, planning, technology, engineering and finance.

In addition to his experience at Verizon, Mr. Malady manages Caelens Fund, a charity that raises money to provide free cardiac surgeries for children in developing countries. Mr. Malady holds

an MBA in finance from the NYU Stern School of Business and Bachelor of Science in Mechanical Engineering from the University of Bridgeport.

**About DexCom, Inc.**

DexCom, Inc. empowers people to take control of diabetes through innovative continuous glucose monitoring (CGM) systems. Headquartered in San Diego, California, DexCom has emerged as a leader of diabetes care technology. By listening to the needs of users, caregivers, and providers, DexCom simplifies and improves diabetes management around the world.

**DexCom, Inc.:**

Steven R. Pacelli

Executive Vice President, Strategy and Corporate Development

(858) 200-0200

[www.dexcom.com](http://www.dexcom.com)