

**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): August 11, 2020

dexcom

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):

- 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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
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 August 11, 2020, the Board of Directors (the “**Board**”) of DexCom, Inc. (“**Dexcom**”) elected Karen Dahut to fill a vacancy on the Board as a Class III director. Ms. Dahut shall hold office for a term expiring at the 2023 Annual Meeting of DexCom’s stockholders, which is the next stockholder meeting at which Class III directors will be elected.

There is no arrangement or understanding between Ms. Dahut and any other persons pursuant to which Ms. Dahut was selected as a director. Ms. Dahut 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 Ms. Dahut 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. Ms. Dahut 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, Ms. Dahut 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. Ms. Dahut 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 Ms. Dahut to the DexCom Board of Directors 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>
99.01	Press release dated August 12, 2020
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: August 12, 2020

Dexcom Appoints Karen Dahut to Board of Directors

SAN DIEGO—(BUSINESS WIRE)—August 12, 2020— DexCom, Inc. (NASDAQ: DXCM), the global leader in real-time continuous glucose monitoring, today announced the appointment of Karen Dahut to its Board of Directors, effective immediately.

Ms. Dahut has more than 25 years of leadership experience in technology, cyber, and analytics, including the development and execution of innovative growth strategies. She currently serves as a member of the executive leadership team at Booz Allen Hamilton, a leading global consulting firm to business, government, and military clients. Ms. Dahut serves as Group Leader of the Global Commercial and Global Defense businesses, reporting directly to the CEO and overseeing approximately 12,000 employees. In this role, she leads the strategy and delivery of the firm's solutions to a broad array of clients, including several Fortune 100 companies. Ms. Dahut brings to the Dexcom Board a successful track record of transformational leadership and entrepreneurial creativity in areas with direct relevance to Dexcom's future growth opportunities.

"We are very excited to announce the appointment of Karen to the Dexcom Board," said Kevin Sayer, chairman, president and CEO at Dexcom. "Karen has demonstrated the value of her leadership throughout her career, including the establishment of Booz Allen Hamilton's Strategic Innovation Group focused on next generation cybersecurity, cloud, data science and digital technologies. Her experience provides a natural fit as we look to maintain our leadership in data connectivity and analytics and extend the applications of Dexcom's real-time CGM systems to more people throughout the world."

About Karen Dahut

Karen Dahut is an Executive Vice President and Senior Partner at Booz Allen Hamilton, where she serves as Group Leader of the firm's Global Commercial and Global Defense Business. Prior to assuming this role in 2017, Ms. Dahut held several additional roles throughout the organization, including: Group Leader, Global Commercial and Federal Civilian Business from 2015 to 2017; Chief Innovation Officer from 2012 to 2015; Leader, Analytics and Data Science Business from 2010 to 2012; Market Leader, Worldwide Navy and Marine Corps Business from 2008 to 2010; Leader, Economic and Business Analytics Capability from 2005-2008; and various additional roles from 2002 to 2005. Prior to her time at Booz Allen Hamilton, Ms. Dahut served as the Program Director, Logistics Management Institute from 1991 to 2002 and as a United States Naval Officer from 1985 to 1991.

In addition to her experience as a transformational business leader, Ms. Dahut is an accomplished speaker and author. In 2019, she was selected as the C-Suite Executive of the Year by Washington Business Journal. She is currently on the Board of Directors for the National Air and Space Museum and Northern Virginia Technology Council. She previously served on the Board of Directors of Tech Data Corporation, an end-to-end technology distributor and Fortune 100 company, prior to its acquisition by Apollo Global Management in 2020. Ms. Dahut holds an MS from the University of Southern California's Viterbi School of Engineering and a bachelor's degree in Finance from Mount Saint Mary's University.

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.

Contacts

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