

**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): June 29, 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:

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

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 8.01 Other Events.**

DexCom, Inc. (“DexCom”) issued a notice of redemption to the holders of its outstanding 0.75% Senior Convertible Notes due 2022 (the “Convertible Notes”) on June 29, 2020, pursuant to which it will redeem the outstanding Convertible Notes for cash at a price of 100% of the principal amount of the Convertible Notes, plus accrued and unpaid interest, if any, on July 31, 2020 (the “Redemption Date”), unless earlier converted. Prior to the Redemption Date, the holders of the Convertible Notes are entitled to convert to shares of DexCom common stock at a rate of 10.0918 shares per \$1,000 principal amount of Convertible Notes. In the event any holder delivers a conversion notice as provided in the indenture related to the Convertible Notes, DexCom intends to satisfy its conversion obligation with respect to each \$1,000 principal amount of Convertible Notes tendered by delivering shares of its common stock. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Notice of Redemption of 0.75% Senior Convertible Notes due 2022</a>
104	Cover Page Interactive Data File (formatted as 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 hereunto duly authorized.

Dated: June 29, 2020

**DEXCOM, INC.**

By: /s/ Quentin S. Blackford

Name: Quentin S. Blackford

Title: Chief Operating Officer and Chief Financial  
Officer

## NOTICE OF FULL REDEMPTION

DexCom, Inc.  
June 29, 2020

TO: All holders of outstanding 0.75% Convertible Senior Notes due 2022 of DexCom, Inc.

Dear Note Holder:

Pursuant to that certain Indenture dated as of May 12, 2017 (the “*Indenture*”) between DexCom, Inc., a Delaware corporation (the “*Company*”), and U.S. Bank National Association, as Trustee (the “*Trustee*”), the Company originally issued \$400,000,000 in principal amount of 0.75% Senior Convertible Notes due 2022 (the “*Notes*”). This letter shall serve as formal notice pursuant to Section 3.02 of the Indenture that the Company has elected to redeem in full all of the outstanding Notes on July 31, 2020 (the “*Redemption Date*”).

Key Information

Redemption Date:	July 31, 2020
Redemption Price:	100% of the principal amount of Notes, plus accrued and unpaid interest, if any, to the Redemption Date
Applicable Conversion Price:	\$99.09 per share of Common Stock
Applicable Conversion Rate:	10.0918 shares of Common Stock per \$1,000 principal amount of Notes
CUSIP Number of the Notes*:	252131 AF4

**OPTIONS AVAILABLE TO HOLDERS OF NOTES**

**1. Conversion of Notes into Common Stock**

At any time prior to 5:00 p.m., New York City time, on July 30, 2020, the last business day prior to the Redemption Date, each \$1,000.00 principal amount of the Notes is convertible, at the option of the holder, at the conversion price of \$99.09 per share, into 10.0918 shares of the Company’s common stock (the “*Common Stock*”). The closing price of the Common Stock as reported on the Nasdaq Global Select Market on June 26, 2020 was \$383.06 per share. **Holders of Notes are urged to obtain current market quotations for the Common Stock (Nasdaq: DXCM).** In the event such conversion would result in a fractional share of Common Stock, an amount equivalent to the value of the fractional share based on the closing sale price of the Common Stock on the conversion date will be paid in cash by the Company as provided in the Indenture. The Settlement Method for all Notes so converted shall be Physical Settlement.

**The conversion right expires at 5:00 p.m., New York City time, on July 30, 2020 unless the Company fails to pay the Redemption Price. Any Notes which have not been properly delivered for conversion in accordance with the Indenture prior to such time will be automatically redeemed.** Holders who want to convert Notes into Common Stock must satisfy the requirements set forth in the Notes and in the Indenture. The address of U.S. Bank National Association, the conversion agent for the Notes, is as follows:

U.S. Bank National Association

West Side Flats Operations Center  
60 Livingston Avenue, Mail Station – EP-MN-WS2N  
St Paul, MN 55107  
Attn: Conversion Processing/Dexcom

## 2. Redemption of Notes

Any Notes which have not been converted into Common Stock on or prior to 5:00 p.m., New York City time, on July 30, 2020 will be redeemed on the Redemption Date. Upon redemption, a holder will receive 100% of the principal amount of such holder's Notes (the "**Redemption Price**") and accrued and unpaid interest thereon to, but excluding, the Redemption Date. On and after the Redemption Date, and unless the Company defaults in the payment of the Redemption Price, interest will cease to accrue and holders of Notes will not have any rights as such holders other than the right to receive 100% of the principal amount of such holder's Notes, without further interest, upon surrender of their Notes to U.S. Bank National Association, in its capacity as payment agent (in such capacity, the "**Paying Agent**").

To receive payment of the Redemption Price and accrued and unpaid interest on the Notes to, but excluding, the Redemption Date, holders must surrender the Notes to the Paying Agent for cancellation. The address of the Paying Agent is as follows:

U.S. Bank National Association  
Global Corporate Trust Services  
Attn: Specialized Finance  
111 Fillmore Ave. East,  
EP-MN-WS2N  
St. Paul, MN 55107

When inquiring about this redemption, please have the Note number available. Please inform the customer service representative of the CUSIP number of the Notes. Customer Service can be reached at (800) 934-6802.

### **IMPORTANT INFORMATION REGARDING TAX CERTIFICATION AND POTENTIAL WITHHOLDING:**

**Pursuant to U.S. federal tax laws, you have a duty to provide the applicable type of tax certification form issued by the U.S. Internal Revenue Service ("IRS") to U.S. Bank National Association to ensure payments are reported accurately to you and to the IRS. In order to permit accurate withholding (or to prevent withholding), a complete and valid tax certification form must be received by U.S. Bank National Association before payment of the redemption proceeds is made to you. Failure to timely provide a valid tax certification form as required will result in the maximum amount of U.S. withholding tax being deducted from any redemption payment that is made to you.**

\*Note: The Company and the Trustee shall not be responsible for selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or printed on any Notes. They are included solely for the convenience of the holders.

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**QUESTIONS/FURTHER INFORMATION**

If you have any questions regarding the redemption of the Notes or related matters, you may contact the following persons:

**Indenture Trustee for the Notes**  
U.S. Bank National Association  
Bondholder Communications  
Phone: (800) 934-6802

**The Company**  
DexCom, Inc.  
6340 Sequence Drive  
San Diego, CA 92121  
(858) 200-0200