
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM S-8

**REGISTRATION STATEMENT
Under the Securities Act of 1933**

DexCom, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation)

000-51222

(Commission File Number)

33-0857544

(I.R.S. Employer
Identification Number)

6340 Sequence Drive, San Diego, CA 92121

(Address of principal executive offices) (Zip Code)

(858) 200-0200

(Registrant's telephone number, including area code)

Amended and Restated 2015 Equity Incentive Plan

(Full Title of the Plans)

Kevin Sayer

Chairman, President and Chief Executive Officer

c/o DexCom, Inc.

6340 Sequence Drive

San Diego, California 92121

(858) 200-0200

(Name, Address and Telephone Number of Agent For Service)

Copies to:

**Robert A. Freedman, Esq.
Michael A. Brown, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

**Patrick Murphy
General Counsel and Chief Compliance Officer
c/o DexCom, Inc.
6340 Sequence Drive
San Diego, California 92121
(858) 200-0200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

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 7(a)(2)(b) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value	2,200,000(2)	\$154.76(3)	\$340,472,000(3)	\$44,193
Total	2,200,000		\$340,472,000	\$44,193

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Amended and Restated 2015 Equity Incentive Plan, as amended to date (the “*2015 Plan*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) Represents 2,200,000 additional shares of common reserved for issuance upon the exercise of stock options and the settlement of restricted stock unit awards under the 2015 Plan to be granted by the Registrant. Shares available for issuance under the 2015 Plan were previously registered on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “*Commission*”) on June 3, 2015 (File No. 333-204699) and on a Registration Statement on Form S-8 filed with the Commission on June 7, 2017 (File No. 333-218562).
- (3) Estimated pursuant to Rule 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, based on the average of the high and low sales price reported on the Nasdaq Global Select Market on November 6, 2019.
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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8
REGISTRATION OF ADDITIONAL SECURITIES**

Pursuant to General Instruction E of Form S-8, DexCom, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 2,200,000 additional shares of common reserved for issuance upon the exercise of stock options and the settlement of restricted stock unit awards under the 2015 Plan to be granted by the Registrant.

This registration statement (the “*Registration Statement*”) hereby incorporates by reference the contents of Registrant’s earlier registration statements on Form S-8 filed with the Commission on June 3, 2015 (Registration No. 333-204699) and on June 7, 2017 (Registration No. 333-218562). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Document	Form	Incorporated by Reference		Exhibit Number	Provided Herewith
			File No.	Date of First Filing		
4.01	Registrant’s Restated Certificate of Incorporation.	S-1/A	333-122454	March 3, 2005	3.03	
4.02	Amendment No.1 to Amended and Restated Certificate of Incorporation.	8-K	000-51222	June 6, 2017	10.4	
4.03	Registrant’s Amended and Restated Bylaws.	8-K	000-51222	November 25, 2014	3.01	
4.04	Form of Specimen Certificate for Registrant’s common stock.	S-1/A	333-122454	March 24, 2005	4.01	
4.05	Amended and Restated 2015 Equity Incentive Plan, as amended.	8-K	000-51222	June 4, 2019	10.01	
4.06	Form of Restricted Stock Unit Agreement under 2015 Equity Incentive Plan.	8-K	000-51222	June 2, 2015	10.02	
4.07	Form of RSU Grant Agreement 2015 Plan Global Double Trigger.	10-K	000-51222	February 27, 2018	10.51	
4.08	Form of RSU Grant Agreement 2015 Plan Global General.	10-K	000-51222	February 27, 2018	10.52	
4.09	Form of RSU Grant Agreement 2015 Plan Global Single Trigger.	10-K	000-51222	February 27, 2018	10.53	
4.10	Form of RSU Grant Agreement 2015 Plan Global.	10-K	000-51222	February 27, 2018	10.54	
4.11	Form of RSU Grant Agreement 2015 Plan (Associates, Engineers, Managers, & Sr. Managers).	10-K	000-51222	February 27, 2018	10.55	
4.12	Form of RSU Grant Agreement 2015 Plan (Board Members - Annual Grant).	10-K	000-51222	February 27, 2018	10.56	

4.13	Form of RSU Grant Agreement 2015 Plan (Board Members - Incoming Grant).	10-K	000-51222	February 27, 2018	10.57	
4.14	Form of RSU Grant Agreement 2015 Plan (Director Level Employees).	10-K	000-51222	February 27, 2018	10.58	
4.15	Form of RSU Grant Agreement 2015 Plan (VP's and above).	10-K	000-51222	February 27, 2018	10.59	
5.01	Opinion of Fenwick & West LLP.					X
23.01	Consent of Independent Registered Public Accounting Firm.					X
23.02	Consent of Fenwick & West LLP (included in Exhibit 5.01).					X
24.01	Power of Attorney (see signature page).					X



SILICON VALLEY CENTER 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041
TEL 650.988.8500 FAX 650.938.5200 WWW.FENWICK.COM

November 13, 2019

DexCom, Inc.
6340 Sequence Drive
San Diego, California 92121

Ladies and Gentlemen:

As counsel to DexCom, Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about November 13, 2019 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 2,200,000 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company upon the exercise of stock options, the settlement of restricted stock units and other equity awards granted or to be granted under the Company's Amended and Restated 2015 Equity Incentive Plan, as amended to date (the "**2015 Plan**"). At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion expressed below, we have examined originals or copies of the Company's current certificate of incorporation and bylaws, the 2015 Plan, certain corporate proceedings of the Company's board of directors and stockholders relating to the Registration Statement and the 2015 Plan, and such other agreements, documents, certificates and statements of the Company and public or governmental officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals of all documents submitted to us as copies, and the absence of any undisclosed termination, waiver or amendment to any document reviewed by us. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State and representations made to us by the Company, including representations that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities, equity incentive plans, agreements, obligations or commitments of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter without violation of law or of any other agreement, obligation or commitment of the Company.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law.

Based upon, and subject to, the foregoing, it is our opinion that when the 2,200,000 shares of Common Stock that may be issued and sold by the Company upon the exercise of stock options, the settlement of restricted stock units and other equity awards granted or to be granted under the 2015 Plan, have been issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of lawful consideration of not less than the par value per Share as determined by the Company's board of directors) in accordance with the terms (including payment provisions) of the 2015 Plan, and

have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinion expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Michael Brown
Michael Brown, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Amended and Restated 2015 Equity Incentive Plan of DexCom, Inc. of our reports dated February 21, 2019, with respect to the consolidated financial statements of DexCom, Inc. and the effectiveness of internal control over financial reporting of DexCom, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
November 13, 2019