

Registration No. 333-124059
Registration No. 333-138174
Registration No. 333-145159
Registration No. 333-149734
Registration No. 333-158993
Registration No. 333-166552
Registration No. 333-172604
Registration No. 333-180421
Registration No. 333-188305
Registration No. 333-195660
Registration No. 333-202375

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-124059
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-202375

dexcom
DEXCOM, INC.

(Exact name of issuer as specified in its charter)

Delaware
(State of
incorporation)

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

6340 Sequence Drive
San Diego, California
(858) 200-0200
(Address of Principal Executive Offices)

92121
(Zip Code)

1999 STOCK OPTION PLAN
2005 EQUITY INCENTIVE PLAN
2005 EMPLOYEE STOCK PURCHASE PLAN
(Full title of plan)

Kevin Sayer
Chairman, President and Chief Executive Officer
c/o DexCom, Inc.
6340 Sequence Drive
San Diego, California
(858) 200-0200
(Name, address and telephone number of agent for service)

Copies to:

Michael A. Brown, Esq.
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(415) 875-2300

Patrick Murphy
Executive Vice President and
Chief Legal Officer
c/o DexCom, Inc.
6340 Sequence Drive
San Diego, California
(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

Non-accelerated filer

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 Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF COMMON STOCK

This Post-Effective Amendment (the “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”) filed by DexCom, Inc., a Delaware corporation (“DexCom”), with the Securities and Exchange Commission (the “SEC”):

- Registration Statement No. [333-124059](#), filed on April 14, 2005, relating to the 1999 Stock Option Plan, the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-138174](#), filed on October 24, 2006, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-145159](#), filed on August 6, 2007, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-149734](#), filed on March 14, 2008, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-158993](#), filed on May 5, 2009, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-166552](#), filed on May 5, 2010, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-172604](#), filed on March 3, 2011, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-180421](#), filed on March 28, 2012, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-188305](#), filed on May 2, 2013, relating to the 2005 Equity Incentive Plan and the 2005 Employee Stock Purchase Plan;
- Registration Statement No. [333-195660](#), filed on May 2, 2014, relating to the 2005 Equity Incentive Plan; and
- Registration Statement No. [333-202375](#), filed on February 27, 2015, relating to the 2005 Equity Incentive Plan;

DexCom has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with the undertakings made by DexCom in the Registration Statements to remove from registration, by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of the offerings, DexCom hereby removes from registration any and all securities registered pursuant to the Registration Statements that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 10th day of February, 2021.

DEXCOM, INC.

By: /s/ Patrick Murphy

Name: Patrick Murphy

Title: Executive Vice President and Chief Legal Officer

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.