

DEXCOM INC  
Form 8-K/A  
January 28, 2009

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

**FORM 8-K/A**  
**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) January 27, 2009

**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 No.)

**6340 Sequence Drive**

**San Diego, CA 92121**  
(Address of principal executive offices)

**92121**  
(Zip Code)

Registrant's telephone number, including area code (858)-200-0200

**N/A**

(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:

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- .. 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 13, 2009, DexCom, Inc. ( DexCom ) filed a Current Report on Form 8-K (the Original 8-K ) describing the Amended and Restated Joint Development Agreement and OUS Commercialization Agreement (collectively, the Agreements ) with Animas Corporation ( Animas ), both of which involve DexCom s continuous glucose monitoring ( CGM ) technology. Pursuant to the Agreements, Animas will receive an exclusive right to develop and market CGM-enabled ambulatory insulin pumps outside the United States. DexCom is filing this Form 8-K/A to amend the Original 8-K by attaching the Agreements as exhibits to the Original 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 10.1*                 | Amended and Restated Joint Development Agreement by and between DexCom, Inc. and Animas Corporation. |
| 10.2*                 | OUS Commercialization Agreement by and between DexCom, Inc. and Animas Corporation.                  |

\* Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the Securities and Exchange Commission.

**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.

**DEXCOM, INC.**

Date: January 27, 2009

By: /s/ Steven R. Pacelli  
Name: Steven R. Pacelli  
Title: Chief Administrative Officer

**Exhibit Index**

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