

DEXCOM INC  
Form 8-K  
June 04, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**May 29, 2014**

**Date of Report (Date of earliest event reported)**

**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**  
**(Address of principal executive offices)**

**92121**  
**(Zip Code)**

**(858) 200-0200**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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 obligations 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) DexCom, Inc. ( *DexCom* ) held its Annual Meeting of Shareholders on May 29, 2014 (the *Annual Meeting* ). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended. At the close of business on the record date, there were 74,811,158 shares outstanding and entitled to vote and 71,729,846 shares were voted on the matters described below.

(b) The matters described below were voted on at the Annual Meeting and the number of votes cast with respect to each matter was as indicated:

(1) Holders of DexCom's common stock voted to elect two directors, each to serve until their successor has been elected and qualified or until their earlier resignation or removal as follows:

Name	For (#)	For (%) (excluding broker non-votes)	Against (#)	Against (%) (excluding broker non-votes)	Abstentions		
					Abstentions (#)	(%) (excluding broker non-votes)	Broker Non-Votes
Jonathan T. Lord, M.D.	60,145,807	98.40%	956,412	1.56%	16,798	0.02%	10,610,829
Eric Topol, M.D.	60,352,177	98.74%	750,442	1.22%	16,398	0.02%	10,610,829

(2) Holders of DexCom's common stock voted to ratify the appointment of Ernst & Young LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2014:

	Number of Shares	Percentage of Shares Voted
Shares Voted in Favor:	71,440,806	99.59%
Shares Voted Against:	274,767	0.38%
Shares Abstaining:	14,273	0.01%

(3) Holders of DexCom's common stock voted to approve the non-binding advisory resolution on compensation paid to DexCom's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including compensation discussion and analysis, compensation tables and narrative discussion:

	Number of Shares	Percentage of Shares (excluding broker non-votes)
Shares Voted in Favor:	53,778,137	87.98%
Shares Voted Against:	7,088,485	11.59%

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Shares Abstaining:	252,395	0.41%
Broker Non-Votes:	10,610,829	n/a

**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: June 3, 2014

By: /s/ Steven Pacelli  
Steven Pacelli  
E.V.P., Strategy and Corporate Development