
**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): March 6, 2025

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

(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)

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:

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

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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On March 6, 2025, the Board of Directors (the “Board”) of DexCom, Inc. (“Dexcom”) increased the size of the Board to eleven directors and appointed Renée Galá as a director effective immediately. Ms. Galá will hold office for a term expiring at the 2025 annual meeting of Dexcom’s stockholders (the “2025 Annual Meeting”).

There is no arrangement or understanding between Ms. Galá and any other persons pursuant to which Ms. Galá was selected as a director. Ms. Galá is not a party to and does not have any direct or indirect material interest in any transaction with Dexcom required to be disclosed under Item 404(a) of Regulation S-K. The Board determined that Ms. Galá qualifies as an independent director pursuant to the Securities Act of 1933, as amended, and the listing standards of the Nasdaq Stock Market, in each case as currently in effect. Ms. Galá also entered into Dexcom’s standard form of indemnity agreement for its directors and executive officers, which was filed as Exhibit 10.43 to Dexcom’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on February 11, 2021.

In accordance with Dexcom’s non-employee director compensation program, upon her appointment Ms. Galá was granted an initial appointment equity grant of restricted stock units (“RSUs”) with a fair value of \$500,000, vesting annually over the three years following the date of grant, subject to Ms. Galá’s continued service. Ms. Galá will also be eligible to receive the annual equity grant to non-employee directors on or around the 2025 Annual Meeting in the form of a grant of RSUs with a fair value of \$56,986 (which amount reflects a pro-rata reduction in the base annual award amount of \$325,000, calculated according to the number of days Ms. Galá will actually serve as a director between now and the 2025 Annual Meeting). The annual award vests on the earlier of the date of the first annual stockholder meeting thereafter or one year from the date of grant, subject to continued service. Vesting of outstanding equity awards held by non-employee directors is accelerated in full upon a change in control of Dexcom.

ITEM 7.01. REGULATION FD DISCLOSURE.

On March 10, 2025, Dexcom announced the appointment of Ms. Galá to the Board in a press release furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Number	Description
99.1	Press release dated March 10, 2025
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.

DEXCOM, INC.

By: /s/ JEREME M. SYLVAIN
Jereme M. Sylvain
Executive Vice President, Chief Financial Officer

Date: March 10, 2025

Dexcom Appoints Renée Galá to Board of Directors

SAN DIEGO - (BUSINESS WIRE-March 10, 2025) - DexCom, Inc. (NASDAQ:DXCM), the global leader in glucose biosensing, today announced the appointment of Renée Galá to its Board of Directors, effective March 6, 2025.

Ms. Galá is an accomplished executive with significant financial, strategic and operational leadership experience across the life sciences sector. She currently serves as President and Chief Operating Officer of Jazz Pharmaceuticals Public Limited Company, a global biopharmaceutical company with greater than \$4 billion in total revenues in 2024 whose purpose is to innovate to transform the lives of patients and their families. In this role for Jazz Pharmaceuticals, Ms. Galá oversees global business operations including commercial operations, research and development, manufacturing, corporate strategy and quality. She brings to the Dexcom Board a strong track record of strategic and financial leadership at high-growth companies, including oversight of key international expansion initiatives and business development collaborations.

"We are excited to announce Renée's appointment to the Dexcom Board today and benefit from her insights," said Kevin Sayer, chairman, president and CEO at Dexcom. "Dexcom has a unique opportunity ahead of us to empower greater metabolic health for millions of people around the world. Renée's extensive experience guiding global finance and global operations including commercial and R&D to drive growth and create shareholder value provides an excellent fit at this key point in Dexcom's journey."

About Renée Galá

Renée Galá has served as the President and Chief Operating Officer of Jazz Pharmaceuticals Public Limited Company, a biopharmaceutical company, since 2023. From 2020 to 2023, Ms. Galá served as Executive Vice President and Chief Financial Officer of Jazz Pharmaceuticals. From January to June 2019, Ms. Galá served as the Chief Financial Officer of GRAIL, Inc., a private healthcare company focused on the early detection of cancer. Prior to that, from December 2014 to January 2019, she served as Senior Vice President and Chief Financial Officer of Theravance Biopharma, Inc., a biopharmaceutical company, following its spin-out from Theravance, Inc. (now INVA). Ms. Galá joined Theravance in 2006 and held various roles in the finance organization before leading the company's spin-out transaction. Prior to that, Ms. Galá served in various roles in global treasury, pharmaceutical sales and corporate strategy/business development at Eli Lilly and Company, a global pharmaceutical company, from 2001 to 2006. Before joining Eli Lilly, Ms. Galá spent seven years in the energy industry in positions focused on corporate finance, project finance, and mergers and acquisitions.

Ms. Galá has served as a non-executive director for multiple companies in the biotech/life sciences industry, including Gossamer Bio, Gyroscope Therapeutics (acquired by Novartis), and Corcept Therapeutics. Ms. Galá holds a B.S. in Mathematics from Vanderbilt University and an M.B.A. from Columbia Business School.

About DexCom, Inc.

Dexcom empowers people to take control of health through innovative biosensing technology. Founded in 1999, Dexcom has pioneered and set the standard in glucose biosensing for more than 25 years. Its technology has transformed how people manage diabetes and track their glucose, helping them feel more in control and live more confidently.

Dexcom. Discover what you're made of. For more information, visit www.dexcom.com.

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