

DEXCOM INC  
Form SC 13G/A  
July 27, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2) \*

DexCom, Inc.

-----

(Name of Issuer)

Common Stock, par value \$0.001 per share

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(Title of Class of Securities)

252131107

-----

(CUSIP Number)

July 24, 2009

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Warburg Pincus Private Equity VIII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	[ ]
	(b)	[X]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0%	
12	TYPE OF REPORTING PERSON	
	PN	

CUSIP No.252131107

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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Warburg Pincus & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%

12 TYPE OF REPORTING PERSON  
PN

CUSIP No.252131107

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Warburg Pincus LLC

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/>
-----			
3	SEC USE ONLY		
-----			
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	New York		
-----			
	5	SOLE VOTING POWER	
		0	
-----			
	6	SHARED VOTING POWER	
		0	
-----			
	7	SOLE DISPOSITIVE POWER	
		0	
-----			
	8	SHARED DISPOSITIVE POWER	
		0	
-----			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0		
-----			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	N/A		
-----			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0%		
-----			
12	TYPE OF REPORTING PERSON		
	OO		
-----			

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1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Warburg Pincus Partners, LLC	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/>
-----		
3	SEC USE ONLY	

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-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	New York
-----	
	5      SOLE VOTING POWER
	0
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6      SHARED VOTING POWER
	0
-----	
	7      SOLE DISPOSITIVE POWER
	0
-----	
	8      SHARED DISPOSITIVE POWER
	0
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	0%
-----	
12	TYPE OF REPORTING PERSON
	OO
-----	

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-----	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Charles R. Kaye
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) [ ] (b) [X]
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
-----	

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	5	SOLE VOTING POWER
		0
	-----	
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY		
OWNED BY	-----	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH:	-----	
	8	SHARED DISPOSITIVE POWER
		0
	-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
	-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
	-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0%	
	-----	
12	TYPE OF REPORTING PERSON	
	IN	
	-----	

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CUSIP No.252131107  
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1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Joseph P. Landy	
	-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	[ ]
	(b)	[X]
	-----	
3	SEC USE ONLY	
	-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	-----	

	5	SOLE VOTING POWER
		0
	-----	
NUMBER OF	6	SHARED VOTING POWER

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SHARES		
BENEFICIALLY	0	
OWNED BY		
EACH	-----	-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		
WITH:	0	
	-----	-----
	8	SHARED DISPOSITIVE POWER
	0	
-----	-----	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
-----	-----	-----
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
-----	-----	-----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0%	
-----	-----	-----
12	TYPE OF REPORTING PERSON	
	IN	
-----	-----	-----

This Amendment No. 2 to Schedule 13G amends and restates in its entirety Amendment No. 1 to Schedule 13G, which amended the initial Schedule 13G (the "Initial Schedule 13G") filed by Warburg Pincus Private Equity VIII, L.P., Warburg Pincus Partners, LLC, Warburg Pincus & Co. and Warburg Pincus LLC with the Securities Exchange Commission with respect to the common stock, par value \$0.001 per share (the "Common Stock") of DexCom, Inc. (the "Company") on February 1, 2006. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Initial Schedule 13G.

Item 1(a): Name of Issuer:

DexCom, Inc.

Item 1(b): Address of Issuer's Principal Executive Offices:

6340 Sequence Drive  
San Diego, CA 92121

Item 2(a): Name of Person Filing:

This Amendment No. 2 to Schedule 13G is filed by Warburg Pincus Private Equity VIII, L.P. and two affiliated entities (collectively, "WP VIII"). The sole general partner of WP VIII is Warburg Pincus Partners, LLC ("WPP LLC"). WPP LLC is managed by Warburg Pincus & Co. ("WP"). Warburg Pincus LLC ("WP LLC") manages WP VIII. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC. Each of WP, WPP LLC, WP LLC, Mr. Kaye and Mr. Landy disclaim beneficial ownership of the Common

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Stock except to the extent of any indirect pecuniary interest therein. Mr. Kaye, Mr. Landy, WP VIII, WPP LLC, WP and WP LLC are sometimes collectively referred to herein as the "Warburg Pincus Reporting Persons."

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Warburg Pincus Reporting Persons is c/o Warburg Pincus & Co., 466 Lexington Avenue, New York, New York 10017.

Item 2(c): Citizenship:

WP VIII is a Delaware limited partnership, WPP LLC is a New York limited liability company, WP is a New York general partnership and WP LLC is a New York limited liability company. Mr. Kaye and Mr. Landy are United States citizens.

Item 2(d): Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item 2(e): CUSIP Number

252131107

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

A. ☐ Broker or dealer registered under Section 15 of the Act,

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B. ☐ Bank as defined in Section 3(a)(6) of the Act,

C. ☐ Insurance Company as defined in Section 3(a)(19) of the Act,

D. ☐ Investment Company registered under Section 8 of the Investment Company Act of 1940,

E. ☐ Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),

F. ☐ Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),

G. ☐ Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),

H. ☐ Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,

I. ☐ Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

J. ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Ownership:

A. Warburg Pincus Private Equity VIII, L.P.



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- 
- (a) Amount beneficially owned: 0
  - (b) Percent of class: 0%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: 0
    - (ii) Shared power to vote or direct the vote: 0
    - (iii) Sole power to dispose or direct the disposition: 0
    - (iv) Shared power to dispose or direct the disposition: 0

B. Warburg Pincus Partners, LLC

- 
- (a) Amount beneficially owned: 0
  - (b) Percent of class: 0%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: 0
    - (ii) Shared power to vote or direct the vote: 0
    - (iii) Sole power to dispose or direct the disposition: 0
    - (iv) Shared power to dispose or direct the disposition: 0

C. Warburg Pincus & Co.

- 
- (a) Amount beneficially owned: 0
  - (b) Percent of class: 0%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: 0
    - (ii) Shared power to vote or direct the vote: 0
    - (iii) Sole power to dispose or direct the disposition: 0
    - (iv) Shared power to dispose or direct the disposition: 0

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D. Warburg Pincus LLC

- 
- (a) Amount beneficially owned: 0
  - (b) Percent of class: 0%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: 0
    - (ii) Shared power to vote or direct the vote: 0
    - (iii) Sole power to dispose or direct the disposition: 0
    - (iv) Shared power to dispose or direct the disposition: 0

E. Charles R. Kaye

- 
- (a) Amount beneficially owned: 0
  - (b) Percent of class: 0%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: 0
    - (ii) Shared power to vote or direct the vote: 0
    - (iii) Sole power to dispose or direct the disposition: 0
    - (iv) Shared power to dispose or direct the disposition: 0

F. Joseph P. Landy

- 
- (a) Amount beneficially owned: 0

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- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0

### Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ X ]

### Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

### Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

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### Item 8: Identification and Classification of Members of the Group:

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among WP VIII, WPP LLC, WP and WP LLC to file jointly is attached as Exhibit A to the Initial Schedule 13G. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock, other than those reported herein as being owned by it.

### Item 9: Notice of Dissolution of Group:

N/A

### Item 10: Certification:

N/A

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## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 24, 2009

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, LLC,

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its General Partner

By: Warburg Pincus & Co.,  
its Managing Member

By: /s/ Scott A. Arenare  
-----  
Name: Scott A. Arenare  
Title: Partner

Dated: July 24, 2009      WARBURG PINCUS PARTNERS LLC  
By: Warburg Pincus & Co.,  
its Managing Member

By: /s/ Scott A. Arenare  
-----  
Name: Scott A. Arenare  
Title: Partner

Dated: July 24, 2009      WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare  
-----  
Name: Scott A. Arenare  
Title: Partner

Dated: July 24, 2009      WARBURG PINCUS LLC

By: /s/ Scott A. Arenare  
-----  
Name: Scott A. Arenare  
Title: Managing Director

Dated: July 24, 2009

By: /s/ Scott A. Arenare  
-----  
Name: Charles R. Kaye  
Title: Scott A. Arenare, Attorney-in-Fact\*

Dated: July 24, 2009

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By: /s/ Scott A. Arenare

-----

Name: Joseph P. Landy

Title: Scott A. Arenare, Attorney-in-Fact\*\*

\* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

\*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.