

DEXCOM INC
Form 4
December 16, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAYER KEVIN R

(Last) (First) (Middle)
6340 SEQUENCE DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/14/2016		G	500 ⁽¹⁾ D \$ 0	299,391 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYER KEVIN R 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	X		President & CEO	

Signatures

By: Kevin Sun For: Kevin R. Sayer
Date: 12/15/2016

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction represents a gift of securities made by the reporting person. This is not a market transaction, thus no price has been reported. Transferor retains no beneficial or voting interest in the transferred shares.

(2) Included in this number are 160,000 unvested restricted stock units, 90,000 of which were granted on March 8, 2016 and shall vest through March 8, 2019, 45,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018 and 25,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5

SOLE VOTING POWER

Reporting Owners

4,553,192

6

SHARED VOTING POWER

7

SOLE DISPOSITIVE POWER

4,553,192

8

SHARED DISPOSITIVE POWER

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,553,192

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.54%

12

TYPE OF REPORTING PERSON

CO

2

CUSIP NO. 00507W107

Introduction

The Reporting Person (as defined below) initially filed a Schedule 13D with respect to the securities of the Issuer (as defined below) on January 18, 2013 because, as disclosed therein, the Reporting Person acquired over 20% of the outstanding shares of Common Stock (as defined below) of the Issuer. As of August 31, 2016, the Reporting Person became the beneficial owner of less than 10% of securities of the Issuer and the Reporting Person did not hold or acquire the securities of the Issuer with a purpose or effect of changing or influencing control of the Issuer, or in connection with or as a participant in any transaction having that purpose or effect. Accordingly, the Reporting Person is filing this statement on Schedule 13G pursuant to Rule 13d-1(c) of the Exchange Act.

Item 1(a). Name of Issuer:

Actinium Pharmaceuticals, Inc., a Delaware corporation (the "Issuer").

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

275 Madison Ave, 7th Floor, New York, NY

Item 2(a). Name of Person Filing:

Memorial Sloan-Kettering Cancer Center (the "Reporting Person").

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

The address of the principal office of the Reporting Person is 1275 York Avenue, New York, NY 10065.

Item 2(c). Citizenship:

The Reporting Person is a New York not-for-profit corporation.

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

Common Stock, \$0.001 par value per share (the "Common Stock").

Item 2(e). CUSIP Number:

00507W107

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/ x /

Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

Explanation of Responses:

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- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

(a) Amount beneficially owned:

As of the close of business on September 14, 2016, the Reporting Person beneficially owned 4,553,192 shares of Common Stock.

(b) Percent of class:

The following percentage is based on 47,717,146 shares of Common Stock outstanding as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 29, 2016.

As of the close of business on September 14, 2016, the Reporting Person beneficially owned approximately 9.54% of the outstanding shares of Common Stock.

(c) Number of shares as to which each Reporting Person has:

The information required by Item 4(c) is set forth in Rows (5) - (9) of the cover page for the Reporting Person and is incorporated herein by reference for the Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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

Not Applicable.

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Item Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent
7. Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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CUSIP NO. 00507W107

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2016

MEMORIAL SLOAN-KETTERING CANCER CENTER

By: /s/ Mark Svenningson
Name: Mark Svenningson
Title: Senior Vice President Finance
and Controller

