

TMP Associates II LP  
 Form 3  
 November 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â THOMAS MCNERNEY & PARTNERS LP		(Month/Day/Year)	ZOGENIX, INC. [ZGNX]	
(Last)	(First)	(Middle)		
60 SOUTH 6TH STREET,Â SUITE 3620			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
MINNEAPOLIS,Â MNÂ 55402			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)		
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			___ Form filed by One Reporting Person	
			_X_ Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	3,910	\$ 1.1	I (5) (16)	By TMP Nominee, LLC
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	3,910	\$ 1.1	I (5) (16)	By TMP Nominee, LLC
8% Convertible Promissory Note	Â (4)	Â (4)	Common Stock	2,379	\$ (4)	I (5) (16)	By TMP Nominee, LLC
Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,380	\$ (1)	I (6) (16)	By TMP Associates, L.P.
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	786	\$ (1)	I (6) (16)	By TMP Associates, L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	709	\$ 1.1	I (6) (16)	By TMP Associates, L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	399	\$ 1.1	I (6) (16)	By TMP Associates, L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	399	\$ 1.1	I (6) (16)	By TMP Associates, L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (3)	Series B Convertible Preferred Stock	399	\$ 1.1	I (6) (16)	By TMP Associates, L.P.
8% Convertible Promissory Note	Â (4)	Â (4)	Common Stock	484	\$ (4)	I (6) (16)	By TMP Associates, L.P.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS MCNERNEY & PARTNERS LP 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â

Thomas, McNerney & Partners, LLC 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
TMP Nominee, LLC 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
TMP ASSOCIATES LP 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
Thomas, McNerney & Partners II L.P. 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
Thomas, McNerney & Partners II, LLC 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
TMP Nominee II, LLC 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
TMP Associates II LP 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
THOMAS JAMES E 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â
McNerney Pete 60 SOUTH 6TH STREET SUITE 3620 MINNEAPOLIS, MN 55402	Â	Â X	Â	Â

## Signatures

/s/ James E. Thomas, Manager of Thomas, McNerney & Partners, LLC, the general partner of Thomas, McNerney & Partners, L.P.	11/22/2010
**Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of Thomas, McNerney & Partners, LLC	11/22/2010
**Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of TMP Nominee, LLC	11/22/2010
**Signature of Reporting Person	Date

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/s/ James E. Thomas, Manager of Thomas, McNerney & Partners, LLC, the general partner of TMP Associates, L.P.	11/22/2010
__Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of Thomas, McNerney & Partners II, LLC, the general partner of Thomas, McNerney & Partners II, L.P.	11/22/2010
__Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of Thomas, McNerney & Partners II, LLC	11/22/2010
__Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of TMP Nominee II, LLC	11/22/2010
__Signature of Reporting Person	Date
/s/ James E. Thomas, Manager of Thomas, McNerney & Partners II, LLC, the general partner of TMP Associates II, L.P.	11/22/2010
__Signature of Reporting Person	Date
/s/ James E. Thomas	11/22/2010
__Signature of Reporting Person	Date
/s/ Peter H. McNerney	11/22/2010
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each of the Series A-1 Convertible Preferred Stock and the Series B Convertible Preferred Stock has no expiration date, is convertible at any time, in whole or in part, at the election of the holder, and will automatically convert upon the closing of the Issuer's initial public offering at a conversion ratio of one share of Common Stock for every ten shares of Series A-1 Convertible Preferred Stock and one share of Common Stock for every ten shares of Series B Convertible Preferred Stock, as applicable, rounded down to the next whole number, for no additional consideration.
- (3) These Warrants (the "Bridge Warrants") were issued on separate dates pursuant to that certain Note and Warrant Purchase Agreement dated as of February 27, 2009, and are exercisable, in whole or in part, for shares of Series B Convertible Preferred Stock of the Issuer as of December 2, 2009. Upon the closing of the Issuer's initial public offering, the Bridge Warrants will become exercisable for Common Stock at a ratio of one share of Common Stock for every ten shares of Series B Convertible Preferred Stock represented thereby, rounded down to the next whole number, at a correspondingly adjusted exercise price of \$11.00 per share of Common Stock; provided, however, that because the exercise price of the Bridge Warrants exceeds the initial public offering price of \$4.00 per share, the Series B Warrants will not be exercised prior to, and will therefore terminate upon, completion of the initial public offering.
- (4) The principle of the Note and accrued interest thereon will automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering at a conversion price equal to the per share price of the Common Stock sold in the Issuer's initial public offering, which is anticipated to occur on November 29, 2010 at a price of \$4.00 per share.
- (5) These securities are owned of record by TMP Nominee, LLC ("TMP Nominee"). The managers of TMP Nominee having shared voting and dispositive power over these securities are James E. Thomas and Peter H. McNerney, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (6) These securities are owned of record by TMP Associates, L.P. ("TMP Associates"). TMP LLC is the general partner of TMP Associates and has shared voting and dispositive power of the securities held by TMP Associates, but TMP LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. The managers of TMP LLC having shared voting and dispositive power over these securities are James E. Thomas and Peter H. McNerney, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (16) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

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**Remarks:**

Because^ of^ the^ limitations^ on^ the^ number^ of^ line-item^ holdings^ that^ can^ be^ filed^ on^ any^ one^ Form

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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