ZOGENIX, INC. Form 4 March 16, 2016

FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

Check this box

(Middle)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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may continue. See Instruction 1(b).

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)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * **FARR STEPHEN J**

(First)

(Street)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ZOGENIX, INC. [ZGNX]

(Check all applicable)

3. Date of Earliest Transaction

X_ Director

below)

10% Owner

C/O ZOGENIX, INC., 5858

(Month/Day/Year) 03/14/2016

X_ Officer (give title Other (specify below) President and CEO

HORTON STREET, #455

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

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

EMERYVILLE, CA 94608

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(9-02)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Owned

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | (Month/I | Day/Year) (I | Instr. 8) | Acquired (A Disposed of (Instr. 3, 4, 5) | f (D) | | | | |
|--------------------------------------|------------------------------------|------------|--------------|-----------|--|-------|---------------------|--------------------|-----------------|----------------------------------|
| | | | C | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.35 | 03/14/2016 | | A | 200,000 | | <u>(1)</u> | 03/13/2026 | Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------|-------|--|--|--|
| rioporoning of their returned of their returned of | Director | 10% Owner | Officer | Other | | | |
| FARR STEPHEN J | | | | | | | |
| C/O ZOGENIX, INC. 5858 HORTON STREET, #455 | X | | President and CEO | | | | |

Signatures

EMERYVILLE, CA 94608

/s/ Thomas Doyle,
Attorney-in-fact 03/16/2016

**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) The option was granted on March 14, 2016 and vests in a series of forty-eight (48) successive, equal monthly installments beginning on March 14, 2016, subject to the reporting person's continued employment with the Company on each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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