

SCHOEMAKER KATHLEEN K
 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 SCHOEMAKER		(Month/Day/Year)	ZOGENIX, INC. [ZGNX]	
KATHLEEN K		11/22/2010		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O DOMAIN ASSOCIATES, LLC,Â ONE PALMER SQUARE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
PRINCETON,Â NJÂ 08542			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(State)			<input type="checkbox"/> Form filed by More than One Reporting Person	
(Zip)				

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)
Common Stock	11,000 ⁽⁵⁾	I	By Domain Associates, L.L.C. ⁽⁶⁾

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	2,064,781 (5)	\$ (1)	I	By Domain Partners VII, L.P. (6)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,232,861 (5)	\$ (1)	I	By Domain Partners VII, L.P. (6)
Convertible Promissory Notes	Â (2)	Â (2)	Common Stock	873,800 (3) (5)	\$ (2)	I	By Domain Partners VII, L.P. (6)
Warrants	Â (4)	Â (4)	Series B Preferred Stock (1)	168,677 (4) (5)	\$ 11	I	By Domain Partners VII, L.P. (6)
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	35,215 (5)	\$ (1)	I	By DP VII Associates, L.P. (6)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	21,027 (5)	\$ (1)	I	By DP VII Associates, L.P. (6)
Convertible Promissory Notes	Â (2)	Â (2)	Common Stock	14,903 (3) (5)	\$ (2)	I	By DP VII Associates, L.P. (6)
Warrants	Â (4)	Â (4)	Series B Preferred Stock (1)	2,874 (4) (5)	\$ 11	I	By DP VII Associates, L.P. (6)
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	9,894 (5)	\$ (1)	I (1)	By Domain Partners VI, L.P. (6)
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	106 (5)	\$ (1)	I (1)	By DP VI Associates, L.P. (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	Â	Â X	Â	Â

Signatures

/s/ Kathleen K.
Schoemaker

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) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) All Convertible Promissory Notes, plus interest accrued thereon, will automatically convert into Common Stock upon the closing of the IPO, at the IPO price.
- (3) Assumes IPO price of \$4.00 per share of Common Stock and IPO closing on or about November 29, 2010.
- (4) Warrants are fully exercisable and will expire if not exercised in the IPO. If exercised upon closing of the IPO the Warrants will be net exercised, and therefore the number of shares of Common Stock issued to the Warrant holder will be adjusted in accordance with such net exercise.
- (5) Share numbers reflect the 1-for-10 reverse split of the Common Stock effective immediately prior to the IPO.

The Reporting Person is a Managing Member of (i) One Palmer Square Associates VII, LLC, which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P., (ii) One Palmer Square Associates VI, LLC, which is the sole general partner of Domain Partners VI, L.P. and DP VI Associates, L.P., and (iii) Domain Associates, LLC. Pursuant to Instruction (5)(b)(iv) of Form 3, the

- (6) Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

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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