

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-27**
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ISSUER

ZOGENIX, INC.

CIK: **1375151** | IRS No.: **205300780** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

12671 HIGH BLUFF DRIVE
SUITE 200
SAN DIEGO CA 92130

Business Address

12671 HIGH BLUFF DRIVE
SUITE 200
SAN DIEGO CA 92130
(858) 259-1165

REPORTING OWNER

MINOCHERHOMJEE ARDA PHD

CIK: **1288238**
Type: **4** | Act: **34** | File No.: **001-34962** | Film No.: **12797240**

Mailing Address

C/O CHICAGO GROWTH
PARTNERS
303 W MADISON ST., SUITE
2500
CHICAGO IL 60606

FORM 4

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

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

| OMB APPROVAL | |
|---|------------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | |
|---|---------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person MINOCHERHOMJEE ARDA PHD | | | 2. Issuer Name and Ticker or Trading Symbol ZOGENIX, INC. [ZGNX] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/27/2012 | | | |
| C/O CHICAGO GROWTH PARTNERS II, L.P., 303 W. MADISON AVENUE, SUITE 2500 | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | |
| CHICAGO, IL 60606 | | | | | | |
| (City) | (State) | (Zip) | | | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| | | | | | | | | | |

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

| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Right to buy stock | \$1.88 | 04/27/2012 | 04/27/2012 | A | | 50,000 | | (1) | 04/27/2022 | Common Stock | \$0 | 71,750 | D (2) | |

Explanation of Responses:

- The option was granted on April 27, 2012 and vests in a series of thirty-six (36) successive, equal monthly installments beginning on April 27, 2012, subject to the Reporting Person's continued service to the Company on each vesting date.
- Pursuant to the policies of Chicago Growth Partners II, L.P. ("CGP") and its affiliates, the Reporting Person is deemed to hold the reported Option for the benefit of CGP, of which Chicago Growth Management II, LLC ("CGM II LLC") is the ultimate general partner, and must exercise the Option solely at the discretion of CGM II LLC. CGM II LLC may be deemed to be the indirect beneficial owner of the Option. The Reporting Person therefore disclaims beneficial ownership of the Option except to the extent of his pecuniary interest therein.

Signatures

Trisha Millican, Attorney-in-fact

** Signature of Reporting Person

04/30/2012

Date

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

* 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).

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

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