

HAWLEY ROGER  
Form 4  
December 11, 2017

**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 \*  
HAWLEY ROGER

(Last) (First) (Middle)

C/O ZOGENIX, INC., 5858  
HORTON STREET, #455

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ZOGENIX, INC. [ZGNX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/07/2017		M		15,000 A \$ 15.04	105,575	D
Common Stock	12/07/2017		S		15,000 D \$ 36.9163 (1)	90,575	D
Common Stock	12/07/2017		M		12,370 A \$ 10.64	102,945	D
Common Stock	12/07/2017		S		12,370 D \$ 36.4	90,575	D
Common Stock	12/07/2017		M		9,000 A \$ 12.8	99,575	D

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Common Stock	12/07/2017		S	9,000	D	\$ 36.4	90,575	D
Common Stock	12/07/2017		M	20,000	A	\$ 8.99	110,575	D
Common Stock	12/07/2017		S	20,000	D	\$ 36.4	90,575	D
Common Stock	12/08/2017		M	11,797	A	\$ 15.04	102,372	D
Common Stock	12/08/2017		S	11,797	D	\$ 37.0182 (2)	90,575	D
Common Stock	12/11/2017		M	44,741	A	\$ 15.04	135,316	D
Common Stock	12/11/2017		S	44,741	D	\$ 36.8407 (3)	90,575	D
Common Stock	12/11/2017		M	8,462	A	\$ 10.64	99,199	D
Common Stock	12/11/2017		S	8,462	D	\$ 36.8407 (3)	90,575	D
Common Stock	12/11/2017		M	10,000	A	\$ 12.75	100,575	D
Common Stock	12/11/2017		S	10,000	D	\$ 36.8407 (3)	90,575	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Stock Option (Right to Buy)	\$ 15.04	12/07/2017	M	15,000	<u>(4)</u>	04/27/2022	Common Stock	15,000
Stock Option (Right to Buy)	\$ 10.64	12/07/2017	M	12,370	<u>(5)</u>	03/17/2025	Common Stock	12,370
Stock Option (Right to Buy)	\$ 12.8	12/07/2017	M	9,000	<u>(6)</u>	06/17/2025	Common Stock	9,000
Stock Option (Right to Buy)	\$ 8.99	12/07/2017	M	20,000	<u>(7)</u>	07/12/2026	Common Stock	20,000
Stock Option (Right to Buy)	\$ 15.04	12/08/2017	M	11,797	<u>(4)</u>	04/27/2022	Common Stock	11,797
Stock Option (Right to Buy)	\$ 15.04	12/11/2017	M	44,741	<u>(4)</u>	04/27/2022	Common Stock	44,741
Stock Option (Right to Buy)	\$ 10.64	12/11/2017	M	8,462	<u>(5)</u>	03/17/2025	Common Stock	8,462
Stock Option (Right to Buy)	\$ 12.75	12/11/2017	M	10,000	<u>(8)</u>	05/22/2027	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWLEY ROGER C/O ZOGENIX. INC. 5858 HORTON STREET, #455 EMERYVILLE, CA 94608	X			

## Signatures

/s/ Thomas Doyle,  
Attorney-in-fact

12/11/2017

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.90 to \$36.95, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$37.05, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.80 to \$36.90, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) The option was granted on April 27, 2012 and vested in a series of forty-eight (48) successive, equal monthly installments beginning on April 27, 2012, subject to the Reporting Person's continued employment with or service to the company on each vesting date.

(5) The option was granted on March 17, 2015 and vested in a series of forty-eight (48) successive, equal monthly installments beginning on March 17, 2015, subject to the Reporting Person's continued employment with or service to the company on each such vesting date.

(6) The option was granted on June 18, 2015 and vested in a series of twelve (12) successive, equal monthly installments beginning on June 18, 2015, subject to the Reporting Person's continued service to the company on each vesting date.

(7) The option was granted on July 13, 2016 and vested in a series of twelve (12) successive, equal monthly installments beginning on August 1, 2016, subject to the Reporting Person's continued service to the company on each vesting date.

(8) The option was granted on May 23, 2017 and vests in a series of twelve (12) successive, equal monthly installments beginning on May 23, 2017, subject to the Reporting Person's continued service to 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.

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