

ZOGENIX, INC.  
Form 4  
November 29, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MINOCHERHOMJEE ARDA PHD

(Last) (First) (Middle)

C/O CHICAGO GROWTH PARTNERS II, L.P., 303 W. MADISON AVENUE, SUITE 2500

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/29/2010

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                    | 11/29/2010                           |  | C                              |   | 1,818,181   | A  | ①   |
|                                 |                                      |  |                                |   | 1,818,181   | I  | (2) (4)   |
| Common Stock                    | 11/29/2010                           |  | C <sup>(3)</sup>               |   | 594,146   | A  | ③   |
|                                 |                                      |  |                                |   | 2,412,327   | I  | (2) (4)   |
|                                 | 11/29/2010                           |  | P                              |   | 550,000   | A  | \$ 4  |
|                                 |                                      |  |                                |   | 2,962,327   | I  | (2) (4)   |

By Chicago Growth Partners II, L.P.

By Chicago Growth Partners II, L.P.

Common  
Stock

By  
Chicago  
Growth  
Partners  
II, L.P.

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

**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 control number.**

SEC 1474  
(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) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|------------|--|------------------|---|------------------|
|  |  |                                      |  |                                | V   | (A)        | (D)  | Date Exercisable |   |                  |
| Series B Convertible Preferred Stock       | (1)  | 11/29/2010                           |  | C                              |   | 18,181,818 | (1)  | (1)              | Common Stock  | 1,818            |
| 8% Convertible Promissory Note             | (3)  | 11/29/2010                           |  | C(3)                           |   | 594,146    | (3)  | (3)              | Common Stock  | 594,146          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MINOCHERHOMJEE ARDA PHD<br>C/O CHICAGO GROWTH PARTNERS II, L.P.<br>303 W. MADISON AVENUE, SUITE 2500<br>CHICAGO, IL 60606 | X             | X         |         |       |

## Signatures

/s/ Arda M. Minocherhomjee,  
Ph.D. 11/29/2010

\*\*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 Series B Convertible Preferred Stock automatically converted to Common Stock at the closing of the Issuer's initial public offering on November 29, 2010 at a conversion ratio of one share of Common Stock for every ten shares of Series B Convertible Preferred Stock, rounded down to the next whole number, for no additional consideration.

(2) These securities are held of record by Chicago Growth Partners II, L.P. ("CGP"). Chicago Growth Management II, LP ("CGM II LP") is the general partner of CGP, and Chicago Growth Management II, LLC ("CGM II LLC") is the general partner of CGM II LP. CGM II LLC and CGM II LP have shared voting and dispositive power of the shares held by CGP. The Reporting Person is a Managing Director of each of CGM II, LLC and CGM II, LP and as such has a proportionate pecuniary interest in such shares, but does not have sole voting or investment power with respect to such shares and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) The principle of the Note and accrued interest thereon was automatically converted upon the closing of the Issuer's initial public offering on November 29, 2010 into shares of Common Stock at a conversion price equal to \$4.00 per share, the per share price of the Common Stock sold in the Issuer's initial public offering.

(4) 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 Person is the beneficial owner of equity securities covered by this statement.

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.