

BOCK LOUIS C
Form 4
November 29, 2010

FORM 4

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

OMB APPROVAL

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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 *
BOCK LOUIS C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, SUITE 700

(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
Common Stock	11/29/2010		C	(A) 1,400,000 (1)	A (2) 1,400,000	I	See FN (3)
Common Stock	11/29/2010		C	(A) 831,901 (4)	A (5) 2,231,901	I	See FN (3)
Common Stock	11/29/2010		P(6)	(7) 589,645	A \$ 4 2,821,546	I	See FN (3)
Common Stock	11/29/2010		P	1,250,000	A \$ 4 4,071,546	I	See FN (3)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A-1 Convertible Preferred Stock	(2)	11/29/2010		C	14,000,000	(8)	(8)	Common Stock	1,400
Series B Convertible Preferred Stock	(5)	11/29/2010		C	8,319,024	(8)	(8)	Common Stock	831,902

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOCK LOUIS C 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X	X		

Signatures

/s/ Louis Bock 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) Represents shares of common stock acquired upon the automatic conversion of Series A-1 Preferred Stock upon the closing of the Issuer's initial public offering of common stock.
 - (2) Each share of Series A-1 Preferred Stock converted into 0.1 shares of common stock.
 - (3) The securities are held directly by Scale Venture Partners II, LP ("Scale Partners"). The General Partner of Scale Partners is Scale Venture Management II, LLC ("Scale Management"). The Reporting Person is a managing member of Scale Management and shares voting and investment power with respect to these securities with four other managing members of Scale Management. The Reporting Person disclaims beneficial ownership with respect to these securities except to the extent of his pecuniary interest therein.
 - (4)

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Represents shares of common stock acquired upon the automatic conversion of Series B Preferred Stock upon the closing of the Issuer's initial public offering of common stock.

- (5) Each share of Series B Preferred Stock converted into 0.1 shares of common stock.

The common stock was acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.

- (7) Represents shares of common stock acquired by Scale Partners upon the conversion of convertible promissory notes issued to Scale Partners in July 2010. The outstanding principal amount and accrued but unpaid interest thereon was automatically converted into shares of common stock of the Issuer upon the consummation of an initial public offering of the Issuer's common stock at a conversion price equal to \$4.00, which was the initial public offering price per share.

- (8) These securities are preferred stock of the Issuer and did not have an expiration date. Prior to the Issuer's initial public offering of common stock, the securities were convertible at any time at the election of the holder. The securities automatically converted into shares of common stock upon the closing of the Issuer's initial public offering of common stock.

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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