

HAWLEY ROGER  
Form 3  
November 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HAWLEY ROGER</p> <p>(Last) (First) (Middle)</p> <p>C/O ZOGENIX, INC.,Â 12671<br/>HIGH BLUFF DR., SUITE 200</p> <p>(Street)</p> <p>SAN DIEGO,Â CAÂ 92130</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/22/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ZOGENIX, INC. [ZGNX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Chief Executive Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 300,000 <sup>(1)</sup>                                   | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

## Edgar Filing: HAWLEY ROGER - Form 3

|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |        | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Series A-1 Preferred Stock           | Â (2)            | Â (2)           | Common Stock | 10,000                     | \$ (2) | D                          | Â |
| Employee Stock Option (right to buy) | Â (3)            | 10/20/2018      | Common Stock | 90,000                     | \$ 3.5 | D                          | Â |
| Employee Stock Option (right to buy) | Â (4)            | 08/31/2019      | Common Stock | 60,000                     | \$ 2.5 | D                          | Â |
| Employee Stock Option (right to buy) | Â (5)            | 05/24/2020      | Common Stock | 150,000                    | \$ 4   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| HAWLEY ROGER<br>C/O ZOGENIX, INC.<br>12671 HIGH BLUFF DR., SUITE 200<br>SAN DIEGO, CA 92130 | Â X           | Â         | Â Chief Executive Officer | Â     |

## Signatures

/s/ Trisha Millican,  
Attorney-in-fact

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) A portion of these shares are subject to a right of repurchase held by the Issuer.

The Series A-1 Convertible Preferred Stock has no expiration date, is convertible at any time, in whole or in part, at the election of the holder, and will automatically convert upon the closing of the Issuer's initial public offering at a conversion ratio of one share of Common

(2) Stock for every ten shares of Series A-1 Convertible Preferred Stock, rounded down to the next whole number, for no additional consideration.

The Option was granted on October 21, 2008 and 1/4 of the total number of shares of common stock subject to the option vested on

(3) October 21, 2009, and 1/48th of the total remaining number of shares of common stock subject to the option vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship on each such vesting date.

(4) The Option was granted on September 1, 2009 and vests in a series of twenty-four (24) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued employment or service relationship on each such vesting date.

The Option was granted on May 25, 2010 and 1/4 of the total number of shares of common stock subject to the option vest on May 25,

(5) 2011, and 1/48th of the total remaining number of shares of common stock subject to the option vest monthly thereafter, subject to the Reporting Person's continued employment or service relationship on each such 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.

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.