

HAWLEY ROGER
Form 4/A
March 07, 2019

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 *
HAWLEY ROGER

(Last) (First) (Middle)

**C/O ZOGENIX, INC., 5959
HORTON STREET, SUITE 500**

(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)
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2019

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2019		M	3,125 A \$ 32	73,700	D	
Common Stock	03/01/2019		M	1,175 A \$ 33.92	74,875	D	
Common Stock	03/01/2019		S	4,300 D (1) (2) \$ 55	70,575	D	

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32	03/01/2019		M	3,125	⁽³⁾ 05/24/2020	Common Stock	3,125
Stock Option (Right to Buy)	\$ 33.92	03/01/2019		M	1,175	⁽⁴⁾ 03/01/2021	Common Stock	1,175

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAWLEY ROGER
C/O ZOGENIX, INC.
5959 HORTON STREET, SUITE 500
EMERYVILLE, CA 94608

X

Signatures

/s/ Thomas Doyle, Attorney-in-fact for Roger
Hawley

03/07/2019

**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 exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan.

(2) The purpose of this Amendment is to correct the Price of the Securities Disposed. There are no other changes to the original filing, including the transaction listed herein.

(3)

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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, 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 vesting date.

- (4) The Option was granted on March 1, 2011 and vests in a series of forty-eight (48) successive, equal monthly installments measured from the date of grant, 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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