

HAWLEY ROGER
Form 3
November 22, 2010

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

OMB APPROVAL

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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 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 <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) 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 <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

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

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	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 C/O ZOGENIX, INC. 12671 HIGH BLUFF DR., SUITE 200 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.

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