

Galer Bradley S.  
Form 4  
March 16, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Galer Bradley S.

(Last) (First) (Middle)

C/O ZOGENIX, INC., 5858  
HORTON STREET, SUITE 455

(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)  
03/15/2018

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)  
EVP/Chief Medical Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

## Edgar Filing: Galer Bradley S. - Form 4

| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|---|-----|------------------|-----------------|--------------|----------------------------|
|                             |                              |                  |            | Code  | V   |                  |                 |              |                            |
| Stock Option (Right to Buy) | \$ 42.65                     | 03/15/2018       | A          | 37,500  | (1) |                  | 03/15/2028      | Common Stock | 37,500                     |
| Restricted Stock Units      | (2)                          | 03/15/2018       | A          | 6,250   | (3) |                  | (4)             | Common Stock | 6,250                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Galer Bradley S.<br>C/O ZOGENIX, INC.<br>5858 HORTON STREET, SUITE 455<br>EMERYVILLE, CA 94608 |               |           | EVP/Chief Medical Officer |       |

## Signatures

|  |            |
|--|------------|
| /s/ Thomas Doyle, Attorney-in-fact for Bradley Galer | 03/16/2018 |
| __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 option award shall vest in a series of forty-eight (48) successive, equal monthly installments beginning on April 15, 2018, subject to the reporting person's continued service with the Issuer on the applicable vesting dates.
- (2) Each restricted stock unit represents a contingent right to receive one share of Zogenix common stock.  
The restricted stock units shall vest as to 1/4th of the original number of shares subject to the restricted stock unit award on the one-year anniversary of the date of grant, and thereafter as to 1/4th of the original number of shares subject to the restricted stock unit award on each of the following three anniversaries, subject to the reporting person's continued service with the Issuer on the applicable vesting dates.
- (3) The restricted stock units shall vest as to 1/4th of the original number of shares subject to the restricted stock unit award on the one-year anniversary of the date of grant, and thereafter as to 1/4th of the original number of shares subject to the restricted stock unit award on each of the following three anniversaries, subject to the reporting person's continued service with the Issuer on the applicable vesting dates.
- (4) Not applicable.

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.