

FARR STEPHEN J  
Form 4  
January 11, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
FARR STEPHEN J

(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)  
01/10/2019

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)  
President and CEO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/10/2019		M		312 A \$ 20	52,259	D
Common Stock	01/10/2019		S		312 <u>D</u> <sub>(1)</sub> \$ 45	51,947	D
Common Stock	01/10/2019		M		35,001 A \$ 10.35	86,948	D
Common Stock	01/10/2019		S		35,001 <u>D</u> <sub>(1)</sub> \$ 45	51,947	D
Common Stock	01/10/2019		M		55,000 A \$ 10.2	106,947	D

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Common Stock      01/10/2019      S      55,000      D<sub>(1)</sub>      \$ 45      51,947      D

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

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(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 (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)	\$ 20	01/10/2019		M	312	<u>(2)</u> 08/31/2019	Common Stock	312
Stock Option (Right to Buy)	\$ 10.35	01/10/2019		M	35,001	<u>(3)</u> 03/13/2026	Common Stock	35,001
Stock Option (Right to Buy)	\$ 10.2	01/10/2019		M	55,000	<u>(4)</u> 03/13/2027	Common Stock	55,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR STEPHEN J C/O ZOGENIX, INC. 5858 HORTON STREET, SUITE 455 EMERYVILLE, CA 94608	X		President and CEO	

## Signatures

/s/ Thomas Doyle, Attorney-in-fact for  
Stephen Farr

01/11/2019

\_\_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.  
The option award was granted on September 1, 2009 and vests in a series of twenty-four (24) successive, equal monthly installments
  - (2) beginning on the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable vesting date.  
The option award was granted on March 14, 2016 and vests in a series of forty-eight (48) successive, equal monthly installments
  - (3) beginning on the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable vesting date.  
The option award was granted on March 14, 2017 and vests in a series of forty-eight (48) successive, equal monthly installments
  - (4) beginning with the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable 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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