

TANNENBAUM RENEE P  
Form 4  
March 08, 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 \*  
TANNENBAUM RENEE P

(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)  
03/06/2019

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)

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	03/06/2019		M		9,375 A \$ 10.4	19,375	D
Common Stock	03/06/2019		M		6,000 A \$ 12.8	25,375	D
Common Stock	03/06/2019		M		20,000 A \$ 12.75	45,375	D
Common Stock	03/06/2019		M		20,000 A \$ 8.99	65,375	D
Common Stock	03/06/2019		S		17,503 D \$ 50.647	47,872	D

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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)	\$ 10.4	03/06/2019		M	9,375	<u>(2)</u> 02/05/2025	Common Stock	9,375
Stock Option (Right to Buy)	\$ 12.8	03/06/2019		M	6,000	<u>(3)</u> 06/17/2025	Common Stock	6,000
Stock Option (Right to Buy)	\$ 8.99	03/06/2019		M	20,000	<u>(4)</u> 07/12/2026	Common Stock	20,000
Stock Option (Right to Buy)	\$ 12.75	03/06/2019		M	20,000	<u>(5)</u> 05/22/2027	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANNENBAUM RENEE P C/O ZOGENIX, INC. 5959 HORTON STREET, SUITE 500 EMERYVILLE, CA 94608		X		

## Signatures

/s/ Thomas Doyle, Attorney-in-fact for Renee P.  
Tannenbaum

03/08/2019

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.40 to \$50.90, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The option was granted on February 6, 2015, which is the vesting commencement date. Shares subject to the option vests over three years in thirty-six equal monthly installments, subject to the Reporting Person's continued service to the Company on each vesting date.

(3) The option was granted on June 18, 2015 and vests in a series of twelve (12) 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.

(4) The option was granted on July 13, 2016 and vests in a series of twelve (12) successive, equal monthly installments, on the first day of each calendar month following the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.

(5) The option was granted on May 23, 2017, the date of the Company's Annual Meeting of Stockholders, and vests in a series of twelve (12) 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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