

ZOGENIX, INC.
Form SC 13D/A
October 03, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1) 1

Zogenix, Inc.
(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

98978L105
(CUSIP Number)

Domain Associates, L.L.C.
One Palmer Square
Princeton, NJ 08542
Attn: Kathleen K. Schoemaker
Tel: (609) 683-5656

Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
Attn: Morri Weinberg, Esq.
Tel: (212) 596-9000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 16, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP Number 98978L105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.: Domain Partners VII, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)x
(b)o
3. SEC USE ONLY
4. SOURCE OF FUNDS
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9,923,335
8. SHARED VOTING POWER 0
9. SOLE DISPOSITIVE POWER 9,923,335
10. SHARED DISPOSITIVE POWER 0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,923,335
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.4%
14. TYPE OF REPORTING PERSON
PN

CUSIP Number 98978L105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

EIN No.: DP VII Associates, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)x
(b)o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|--|-----|--------------------------|---------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | SOLE VOTING POWER | 169,251 |
| | 8. | SHARED VOTING POWER | 0 |
| | 9. | SOLE DISPOSITIVE POWER | 169,251 |
| | 10. | SHARED DISPOSITIVE POWER | 0 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,251
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%
 14. TYPE OF REPORTING PERSON

PN

CUSIP Number 98978L105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.: Domain Partners VI, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) (b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
Not Applicable
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | | |
|--|-----|--------------------------|-------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | SOLE VOTING POWER | 9,894 |
| | 8. | SHARED VOTING POWER | 0 |
| | 9. | SOLE DISPOSITIVE POWER | 9,894 |
| | 10. | SHARED DISPOSITIVE POWER | 0 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,894
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1%
 14. TYPE OF REPORTING PERSON
PN

CUSIP Number 98978L105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

EIN No.: DP VI Associates, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)x
(b)o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

Not Applicable
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|--|-----|--------------------------|-----|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | SOLE VOTING POWER | 106 |
| | 8. | SHARED VOTING POWER | 0 |
| | 9. | SOLE DISPOSITIVE POWER | 106 |
| | 10. | SHARED DISPOSITIVE POWER | 0 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%
 14. TYPE OF REPORTING PERSON

PN

CUSIP Number 98978L105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

EIN No.: Domain Associates, LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

Not Applicable
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|--|-----|--------------------------|--------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | SOLE VOTING POWER | 11,000 |
| | 8. | SHARED VOTING POWER | 0 |
| | 9. | SOLE DISPOSITIVE POWER | 11,000 |
| | 10. | SHARED DISPOSITIVE POWER | 0 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,000
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%
 14. TYPE OF REPORTING PERSON

PN

CUSIP Number 98978L105

SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on behalf of the Reporting Persons on December 9, 2010 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

The following paragraphs of Item 5 are hereby amended and restated to read in their entirety as follows:

(a) The Final Prospectus filed with the Securities and Exchange on September 16, 2011 in connection with the Issuer's registered secondary offering of 30,000,000 shares of Common Stock reported that there would be 64,473,278 shares of Common Stock outstanding after the completion such offering, and the calculations of percentage ownership in this paragraph are based on that information.

DP VII directly beneficially owns 9,923,335 shares of Common Stock, or approximately 15.4% of the Common Stock outstanding. DP VII A directly beneficially owns 169,251 shares of Common Stock, or approximately 0.3% of the Common Stock outstanding. OPSA VII, as the general partner of DP VII and DP VII A, may be deemed to indirectly beneficially own the securities owned by DP VII and DP VII A.

DP VI directly beneficially owns 9,894 shares of Common Stock, or less than 0.1% of the Common Stock outstanding. DP VI A directly beneficially owns 106 shares of Common Stock, or less than 0.1% of the Common Stock outstanding. OPSA VI, as the general partner of DP VI and DP VI A, may be deemed to indirectly beneficially own the securities owned by DP VI and DP VI A.

DA directly beneficially owns 11,000 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

James C. Blair directly beneficially owns (i) 1,750 shares of Common Stock issuable upon exercise of a fully-vested option to purchase 1,750 shares of Common Stock, at an exercise price of \$4.00 per share, granted on May 30, 2010 and (ii) 3,125 shares of Common Stock issuable upon exercise of the vested portion of an option to purchase 12,500 shares of Common Stock, at an exercise price of \$3.87 per share, granted on May 24, 2011, or, in the aggregate 4,875 shares of Common Stock, or less than 0.1% of the Common Stock outstanding..

(c) On September 16, 2011 DP VII and DP VIIA purchased an aggregate 3,500,000 shares of Common Stock at \$2.00 per share in a registered secondary offering by the Issuer pursuant to a Registration Statement on Form S-1 (Registration No. 333-176443), which was declared effective by the Securities and Exchange Commission on September 15, 2011.

CUSIP Number 98978L105

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 30, 2011

DOMAIN PARTNERS VII, L.P.

By: One Palmer Square
Associates VII, L.L.C.,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VII ASSOCIATES, L.P.

By: One Palmer Square
Associates VII, L.L.C.,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square
Associates VI, L.L.C.,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VI ASSOCIATES, L.P.

By: One Palmer Square
Associates VI, L.L.C.,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DOMAIN ASSOCIATES, L.L.C.

By: /s/ Kathleen K. Schoemaker

Managing Member