

BOCK LOUIS C
Form 4
March 14, 2018

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 *
BOCK LOUIS C

(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)
03/12/2018

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)

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/12/2018 | | M | | 218 ⁽¹⁾ | A | \$ 28 | 218 | I | See footnote ⁽¹⁾ |
| Common Stock | 03/12/2018 | | M | | 218 ⁽¹⁾ | A | \$ 20 | 436 | I | See footnote ⁽¹⁾ |
| Common Stock | 03/12/2018 | | M | | 218 ⁽¹⁾ | A | \$ 32 | 654 | I | See footnote ⁽¹⁾ |
| Common Stock | 03/12/2018 | | M | | 1,562 ⁽¹⁾ | A | \$ 30.96 | 2,216 | I | See footnote ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|-------------------|--------|---|-------------------------------|
| Common Stock | 03/12/2018 | M | <u>6,250</u> (1) | A | \$ 15.04 | 8,466 | I | (1) See foofnote (1) |
| Common Stock | 03/12/2018 | M | <u>4,375</u> (1) | A | \$ 14.88 | 12,841 | I | (1) See foofnote (1) |
| Common Stock | 03/12/2018 | M | <u>5,625</u> (1) | A | \$ 12 | 18,466 | I | (1) See foofnote (1) |
| Common Stock | 03/12/2018 | M | <u>6,250</u> (1) | A | \$ 15.52 | 24,716 | I | (1) See foofnote (1) |
| Common Stock | 03/12/2018 | S | <u>24,716</u> (1) | D | \$ (2) 44.8347 | 0 | I | (1) See foofnote (1) |

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) | \$ 28 | 03/12/2018 | | M | 218 | <u>(3)</u> 10/20/2018 | Common Stock | 218 |
| Stock Option (Right to Buy) | \$ 20 | 03/12/2018 | | M | 218 | <u>(3)</u> 09/01/2019 | Common Stock | 218 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-----|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 32 | 03/12/2018 | M | 218 | (3) | 05/30/2020 | Common Stock | 218 |
| Stock Option (Right to Buy) | \$ 30.96 | 03/12/2018 | M | 1,562 | (3) | 05/24/2021 | Common Stock | 1,562 |
| Stock Option (Right to Buy) | \$ 15.04 | 03/12/2018 | M | 6,250 | (3) | 04/27/2022 | Common Stock | 6,250 |
| Stock Option (Right to Buy) | \$ 14.88 | 03/12/2018 | M | 4,375 | (3) | 06/05/2022 | Common Stock | 4,375 |
| Stock Option (Right to Buy) | \$ 12 | 03/12/2018 | M | 5,625 | (3) | 06/18/2023 | Common Stock | 5,625 |
| Stock Option (Right to Buy) | \$ 15.52 | 03/12/2018 | M | 6,250 | (3) | 05/21/2024 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOCK LOUIS C C/O ZOGENIX, INC. 5858 HORTON STREET, SUITE 455 EMERYVILLE, CA 94608 | | | X | |

Signatures

/s/ Thomas Doyle,
Attorney-in-fact

03/14/2018

**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) Pursuant to the policies of Scale Venture Partners II, LP ("Scale Partners") and Scale Venture Management II, LLC ("Scale Management II") and Scale Management LLC ("Scale Management"), the Reporting Person is deemed to hold the reported security for the benefit of Scale Management. The stock options were exercised and the underlying shares of Common Stock were sold at the direction of Scale Partners and Scale Management II. Scale Management may be deemed the indirect beneficial owner of the reported securities. The

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Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (2) The shares were sold at prices ranging between \$44.75 and \$44.95. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Fully vested.

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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