ZOGENIX, INC. Form 4 May 26, 2011

# FORM 4

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

Check this box subject to

if no longer Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MINOCHERHOMJEE ARDA PHD

(First) (Middle) (Last)

C/O CHICAGO GROWTH PARTNERS II. L.P., 303 W. MADISON AVENUE, SUITE 2500

(State)

(Street)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

CHICAGO, IL 60606

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

ZOGENIX, INC. [ZGNX]

3. Date of Earliest Transaction (Month/Day/Year)

05/24/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code (Instr. 3, 4 and 5) (Instr. 8)

Disposed of (D)

(A) or

Code V Amount (D) Price

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

2005 Estimated average

burden hours per

Expires:

response... 0.5

January 31,

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

#### Edgar Filing: ZOGENIX, INC. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Option (right to buy)	\$ 3.87	05/24/2011		A	1,750	<u>(1)</u>	05/24/2021	Common Stock	1,750	
Director Option (right to buy)	\$ 3.87	05/24/2011		A	12,500	(2)	05/24/2021	Common Stock	12,500	

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

MINOCHERHOMJEE ARDA PHD C/O CHICAGO GROWTH PARTNERS II, L.P. 303 W. MADISON AVENUE, SUITE 2500 CHICAGO, IL 60606

X

#### Signatures

Trisha Millican, Attorney-in-fact 05/26/2011

\*\*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).
- The Option was granted on May 24, 2011 and fifty percent is vested and immediately exercisable upon the date of grant, in whole or in part, at the election of the holder. The remaining fifty percent vests in a series of six (6) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service as a director on each such vesting date.
- (2) The Option was granted on May 24, 2011 and vest in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service as a director on each such vesting date.
  - Pursuant to the policies of Chicago Growth Partners II, L.P. ("CGP") and its affiliates, the Reporting Person is deemed to hold the reported Option for the benefit of CGP, of which Chicago Growth Management II, LLC ("CGM II LLC") is the ultimate general partner,
- (3) and must exercise the Option solely at the discretion of CGM II LLC. CGM II LLC may be deemed to be the indirect beneficial owner of the Option. The Reporting Person therefore disclaims beneficial ownership of the Option except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2