

HAWLEY ROGER

Form 4

April 02, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWLEY ROGER

(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)
03/29/2019

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 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	03/29/2019		M		5,000	A \$ 20 15,575	D
Common Stock	03/29/2019		S		5,000	D (1) \$ 55 10,575	D
Common Stock	03/29/2019		M		15,700	A \$ 33.92 26,275	D
Common Stock	03/29/2019		S		15,700	D (1) \$ 55 10,575	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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20	03/29/2019		M	5,000	(2) 09/01/2019	Common Stock	5,000
Stock Option (Right to Buy)	\$ 33.92	03/29/2019		M	15,700	(3) 03/01/2021	Common Stock	15,700

Reporting Owners

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

Signatures

/s/ Thomas Doyle, Attorney-in-fact for Roger Hawley

04/02/2019

**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.
- (2) The Option was granted on September 1, 2009 and vests in a series of twenty-four (24) 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.

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- (3) The Option was granted on March 1, 2011 and vests in a series of forty-eight (48) 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.

Remarks:

Effective March 31, 2019, Mr. Hawley resigned from the Company's Board of Directors. As a result, Mr. Hawley is no longer

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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