

Sagrolikar Ashish M
 Form 4
 July 05, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sagrolikar Ashish M

2. Issuer Name and Ticker or Trading Symbol
 ZOGENIX, INC. [ZGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ZOGENIX, INC., 5858
 HORTON STREET, SUITE 455

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CHIEF COMMERCIAL OFFICER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EMERYVILLE, CA 94608

(City) (State) (Zip)

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
Restricted Stock Units <u>(1)</u> <u>(2)</u>	07/02/2018		A		15,000	A	\$ 0
					15,000	D	

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

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SEC 1474
 (9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy) ⁽¹⁾	\$ 43.7	07/02/2018		A	100,000	⁽³⁾ 07/01/2028		Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sagrolikar Ashish M C/O ZOGENIX, INC. 5858 HORTON STREET, SUITE 455 EMERYVILLE, CA 94608			EVP & CHIEF COMMERCIAL OFFICER	

Signatures

/s/ Thomas Doyle, Attorney-in-fact for Ashish Sagrolikar
Date: 07/05/2018

^{__}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) Issued pursuant to Zogenix's Employment Inducement Equity Incentive Award Plan.

Each restricted stock unit (RSU) represents a contingent right to receive one share of Zogenix common stock. The RSUs shall vest over a

(2) four-year period at the rate of 25% of the RSUs on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service with Zogenix on each vesting date.

The options shall vest over a four-year period, with 25% of the options vesting on the first anniversary of the date of grant and the

(3) remainder vesting in equal monthly installments over the three years thereafter, subject to the Reporting Person's continuous service to Zogenix 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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