ZOGENIX, INC. Form 4 March 16, 2017

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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**

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \* Farfel Gail M

(Middle)

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

(Street)

(State)

(First)

2. Issuer Name and Ticker or Trading Symbol

ZOGENIX, INC. [ZGNX]

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

03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) **EVP/Chief Development Officer** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

EMERYVILLE, CA 94608

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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

| (Instr. 3)                           | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 |   | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |                     |                    |                 |                                     |
|--------------------------------------|------------------------------------|------------|------------------|-----------|---|--|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                                      |                                    |            |                  | Code      | V | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 10.2                            | 03/14/2017 |                  | A         |   | 52,500   |     | <u>(1)</u>          | 03/13/2027         | Common<br>Stock | 52,500                              |
| Restricted<br>Stock<br>Units         | <u>(2)</u>                         | 03/14/2017 |                  | A         |   | 8,750  |     | (3)                 | 03/13/2022         | Common<br>Stock | 8,750                               |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Farfel Gail M C/O ZOGENIX, INC. 5858 HORTON STREET, STE. 455 EMERYVILLE, CA 94608

**EVP/Chief Development Officer** 

## **Signatures**

/s/ Thomas Doyle,

Attorney-in-fact 03/16/2017

\*\*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 option was granted on March 14, 2017 and vests in a series of forty-eight (48) successive, equal monthly installments beginning on April 14, 2017, subject to the reporting person's continued employment with the Company on each vesting date.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of ZGNX common stock.
  - The RSUs shall vest upon the approval by the U.S. Food and Drug Administration of the Company's New Drug Application for ZX008,
- (3) provided such approval occurs within five years following the grant date, subject to the option recipient's continuous service to the Company on such 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. 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