

ZOGENIX, INC.
Form SC 13G
October 08, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Zogenix, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

98978L204

(CUSIP Number)

September 28, 2015

Edgar Filing: ZOGENIX, INC. - Form SC 13G

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("**Act**") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **13G**
98978L204

Names of Reporting Persons.
 I.R.S. Identification Nos. of above
 persons (entities only).

1.

RA Capital Management, LLC

2. Check the Appropriate Box if a
 Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of
 Organization **Massachusetts**

5. Sole Voting
 Power **0**
shares

Number of
 Shares 6. Shared Voting
 Beneficially Owned by
 Each Reporting Person With
 Power **1,840,716**
shares

7. Sole Dispositive
 Power **0**
shares

8. Shared Dispositive
 Power **1,840,716**
shares

9. Aggregate Amount Beneficially Owned
 by Each Reporting Person

1,840,716 shares

10. Check if the Aggregate Amount in Row
 (9) Excludes ..

Certain Shares (See Instructions)

11. Percent of Class Represented by
Amount in Row (9)

7.5%

12. Type of Reporting Person (See
Instructions)

IA

CUSIP No. **13G**
98978L204

Names of Reporting Persons.
 I.R.S. Identification Nos. of
 above persons (entities only).

1.

Peter Kolchinsky

Check the Appropriate Box if

2. a Member of a Group (See
 Instructions)

(a) ..

(b) ..

3. SEC Use Only

Citizenship or Place of

4. Organization **United**
States

5. Sole Voting
 Power **0**
shares

Number
 of
 Shares
 Beneficially
 Owned

6. Shared Voting
 Power **1,840,716**
shares

by
 Each
 Reporting
 Person

7. Sole Dispositive
 Power **0**
shares

With

8. Shared Dispositive
 Power **1,840,716**
shares

Aggregate Amount
 Beneficially Owned by Each

9. Reporting Person

1,840,716 shares

10. Check if the Aggregate
 Amount in Row (9) Excludes

..

Certain Shares (See
Instructions)

11. Percent of Class Represented
by Amount in Row (9)

7.5%

12. Type of Reporting Person (See
Instructions)

IN

CUSIP No. **13G**
98978L204

Names of Reporting Persons.
 I.R.S. Identification Nos. of above
 persons (entities only).

1.

**RA Capital Healthcare Fund,
 L.P.**

Check the Appropriate Box if a

2. Member of a Group (See
 Instructions)

(a) ..
 (b) ..

3. SEC Use Only

4. Citizenship or Place of
 Organization **Delaware**

5. Sole Voting
 Power **0**
shares

Number of
 Shares
 Beneficially 6. Shared Voting
 Owned by Power **1,520,839**
 Each **shares**

Reporting 7. Sole Dispositive
 Person Power **0**
 With **shares**

8. Shared Dispositive
 Power **1,520,839**
shares

9. Aggregate Amount Beneficially
 Owned by Each Reporting Person

1,520,839 shares

10. Check if the Aggregate Amount in
 Row (9) Excludes ..

Certain Shares (See Instructions)

11. Percent of Class Represented by
Amount in Row (9)

6.2%

12. Type of Reporting Person (See
Instructions)

PN (Limited Partnership)

CUSIP No. **98978L204**

Item 1.

(a) **Name of Issuer:** Zogenix, Inc. (the "Issuer").

(b) **Address of the Issuer's Principal Executive Offices:** 12400 High Bluff Drive, Suite 650, San Diego, CA 92130.

Item 2.

(a) **Name of Person Filing:** This joint statement on Schedule 13G is being filed by Peter Kolchinsky, RA Capital Management, LLC ("Capital"), and RA Capital Healthcare Fund, L.P. (the "Fund"). Mr. Kolchinsky, Capital and the Fund are collectively referred to herein as the "Reporting Persons."

(b) **Address of Principal Business Office:** The principal business office of the Reporting Persons is c/o RA Capital Management, LLC, 20 Park Plaza, Suite 1200, Boston, MA 02116.

(c) **Citizenship:** Capital is a Massachusetts limited liability company. The Fund is a Delaware limited partnership. Mr. Kolchinsky is a United States citizen.

(d) **Title and Class of Securities:** Common stock ("Common Stock")

(e) **CUSIP Number:** 98978L204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:**

RA Capital Management, LLC – 1,840,716 shares

Peter Kolchinsky – 1,840,716 shares

RA Capital Healthcare Fund, L.P. – 1,520,839 shares

(b) Percent of Class:**

RA Capital Management, LLC – 7.5%

Peter Kolchinsky – 7.5%

RA Capital Healthcare Fund, L.P. – 6.2%

CUSIP No. **98978L204**

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote **

RA Capital Management, LLC - 0 shares

Peter Kolchinsky - 0 shares

RA Capital Healthcare Fund, L.P. - 0 shares

(ii) shared power to vote or to direct the vote**

RA Capital Management, LLC – 1,840,716 shares

Peter Kolchinsky – 1,840,716 shares

RA Capital Healthcare Fund, L.P. – 1,520,839 shares

(iii) sole power to dispose or to direct the disposition of**

RA Capital Management, LLC - 0 shares

Peter Kolchinsky - 0 shares

RA Capital Healthcare Fund, L.P. - 0 shares

(iv) shared power to dispose or to direct the disposition of**

RA Capital Management, LLC – 1,840,716 shares

Peter Kolchinsky – 1,840,716 shares

RA Capital Healthcare Fund, L.P. – 1,520,839 shares

** RA Capital Management, LLC (“Capital”) is the general partner of RA Capital Healthcare Fund, L.P. (the “Fund”) and serves as investment adviser for a separately managed account (the “Account”). Peter Kolchinsky is the manager of Capital. Mr. Kolchinsky, Capital and the Fund are referred to herein collectively as the “Reporting Persons.” As the investment adviser to the Fund and the Account, Capital may be deemed a beneficial owner, for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the “Act”), of any securities of the Issuer owned by the Fund or the Account. As the manager of Capital, Mr. Kolchinsky may be deemed a beneficial owner, for purposes of Section

13(d) of the Act, of any securities of the Issuer beneficially owned by Capital. Capital is a registered investment adviser within the meaning of Rule 13d-1(b)(1)(ii)(E) and Rule 16a-1(a)(v), and Mr. Kolchinsky is a parent or control person of Capital within the meaning of Rule 13d-1(b)(1)(ii)(G) and Rule 16a-1(a)(1)(vii). Capital and Mr. Kolchinsky disclaim beneficial ownership of the securities reported in this Schedule 13G Statement (the "Statement") and this Amendment other than for the purpose of determining their obligations under Section 13(d) of the Act, and neither the filing of the Statement nor the filing of this Amendment shall not be deemed an admission that either Capital or Mr. Kolchinsky is or was the beneficial owner of such securities for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

CUSIP No. 98978L204

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. **98978L204**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 8, 2015

RA CAPITAL MANAGEMENT, LLC

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Management, LLC

Its: General Partner

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of October 8, 2015, is by and among RA Capital Management, LLC, Peter Kolchinsky, and RA Capital Healthcare Fund, L.P. (the foregoing are collectively referred to herein as the “Filers”).

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to Common Shares, par value \$0.001 per share of Zogenix, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week’s prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

RA CAPITAL MANAGEMENT, LLC

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Management, LLC

Its: General Partner

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory