

ZOGENIX, INC.  
Form 10-Q/A  
January 14, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-Q/A**  
**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 001-34962**

**Zogenix, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

|   |                            |
|---|----------------------------|
| <b>Delaware</b><br><b>(State or Other Jurisdiction of</b>   | <b>20-5300780</b>          |
| <b>Incorporation or Organization)</b>                       | <b>(I.R.S. Employer</b>    |
| <b>12400 High Bluff Drive, Suite 650</b>                    | <b>Identification No.)</b> |
| <b>San Diego, California</b>                                | <b>92130</b>               |
| <b>(Address of Principal Executive Offices)</b>             | <b>(Zip Code)</b>          |
| <b>858-259-1165</b>   |                            |
| <b>(Registrant's Telephone Number, Including Area Code)</b> |                            |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The number of outstanding shares of the registrant's common stock, par value \$0.001 per share, as of August 1, 2013 was 102,354,402.

### Explanatory Note

Zogenix, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 (the Original Form 10-Q). This Amendment is being filed solely to re-file Exhibit 10.2 (the Exhibit) to the Original Form 10-Q in response to comments the Company received from the Securities and Exchange Commission (the SEC) on a confidential treatment request the Company made for certain portions of the Exhibit. The Exhibit, as re-filed, includes certain portions that had previously been redacted pursuant to the Company's request for confidential treatment. Nothing in the Form 10-Q is being amended other than the re-filing of the Exhibit as described above.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company's other filings with the SEC. Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q with the SEC on August 8, 2013 and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

#### Item 6. Exhibits

The following documents are filed as part of this Amendment:

#### Exhibit

| Number | Description  |
|--------|--|
| 10.2   | Co-promotion Agreement dated June 27, 2013, by and between the Registrant and Valeant Pharmaceuticals North America LLC  |
| 31.1   | Certification of Chief Executive Officer pursuant to Section 302 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. §1350, as adopted) |
| 31.2   | Certification of Chief Financial Officer pursuant to Section 302 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. §1350, as adopted) |

Confidential treatment has been granted for portions of this exhibit. These portions have been omitted and filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ZOGENIX, INC.**

Date: January 14, 2014

By: /s/ Roger L. Hawley  
Chief Executive Officer

(Principal Executive Officer)

Date: January 14, 2014

By: /s/ Ann D. Rhoads  
Executive Vice President, Chief Financial Officer,  
Treasurer and Secretary

(Principal Financial and Accounting Officer)