

GARNER CAM L  
Form 4  
February 14, 2019

**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 \*  
GARNER CAM L

(Last) (First) (Middle)

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

(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)  
02/12/2019

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 (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 or Price			
Common Stock	02/12/2019		M	218 A \$ 32	218	D	
Common Stock	02/12/2019		M	1,562 A \$ 30.96	1,780	D	
Common Stock	02/12/2019		M	6,250 A \$ 15.04	8,030	D	
Common Stock	02/12/2019		M	4,375 A \$ 14.88	12,405	D	
Common Stock	02/12/2019		S	12,405 D \$ 46.8478	0	D	
				(1) (2)			

Common Stock	40,843	I	By Garner Investments, LLC <sup>(3)</sup>
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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
Stock Option (Right to Buy)	\$ 32	02/12/2019		M	218	<sup>(4)</sup> 05/29/2020	Common Stock	218
Stock Option (Right to Buy)	\$ 30.96	02/12/2019		M	1,562	<sup>(5)</sup> 05/23/2021	Common Stock	1,562
Stock Option (Right to Buy)	\$ 15.04	02/12/2019		M	6,250	<sup>(6)</sup> 04/26/2022	Common Stock	6,250
Stock Option (Right to Buy)	\$ 14.88	02/12/2019		M	4,375	<sup>(7)</sup> 06/05/2022	Common Stock	4,375

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GARNER CAM L  
C/O ZOGENIX, INC.  
5858 HORTON STREET, SUITE 455  
EMERYVILLE, CA 94608

X

## Signatures

/s/ Thomas Doyle, Attorney-in-fact for Cam L.  
Garner

02/14/2019

\_\_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.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.31 to \$47.19, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The Reporting Person is the managing member of Garner Investments, LLC.
- (3) The Option was granted on May 30, 2010 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (4) The Option was granted on May 24, 2011 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (5) The Option was granted on April 27, 2012 and vests in a series of thirty-six (36) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (6) The Option was granted on June 6, 2012 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (7)

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.