

DP VII ASSOCIATES LP
 Form 3
 November 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * DP VII ASSOCIATES LP (Last) (First) (Middle) C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE (Street) PRINCETON, NJ 08542 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/22/2010	3. Issuer Name and Ticker or Trading Symbol ZOGENIX, INC. [ZGNX]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	35,215 (5)	\$ (1)	D	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	21,027 (5)	\$ (1)	D	Â
Convertible Promissory Notes	Â (2)	Â (2)	Common Stock	14,903 (3) (5)	\$ (2)	D	Â
Warrants	Â (4)	Â (4)	Series B Preferred Stock (1)	2,874 (4) (5)	\$ 11	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DP VII ASSOCIATES LP C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	Â	Â X	Â	Â

Signatures

/s/ Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of DP VII Associates, L.P.

11/22/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) All Convertible Promissory Notes, plus interest accrued thereon, will automatically convert into Common Stock upon the closing of the IPO, at the IPO price.
- (3) Assumes IPO price of \$4.00 per share of Common Stock and IPO closing on or about November 29, 2010.
- (4) Warrants are fully exercisable and will expire if not exercised in the IPO. If exercised upon closing of the IPO the Warrants will be net exercised, and therefore the number of shares of Common Stock issued to the Reporting Person will be adjusted in accordance with such net exercise.
- (5) Share numbers reflect the 1-for-10 reverse split of the Common Stock effective immediately prior to the IPO.

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.