

Haas Ken
Form 4
November 30, 2010

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 *
Haas Ken

2. Issuer Name and Ticker or Trading Symbol
ZOGENIX, INC. [ZGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ABINGWORTH
BIOVENTURES, 3000 SAND HILL
RD., B4-135

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---------------|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/29/2010 | | C | | 901,363 | A | 11 | 901,363 | I (2) (4) (6) | By Abingworth Bioventures IV LP |
| Common Stock | 11/29/2010 | | C | | 535,643 | A | 11 | 1,437,006 | I (2) (4) (6) | By Abingworth Bioventures IV LP |
| Common Stock | 11/29/2010 | | C(3) | | 382,613 | A | 31 | 1,819,619 | I (2) (4) (6) | By Abingworth Bioventures |

| | | | | | | | | |
|--------------|------------|------------------|---------|---|------------|-----------|------------------------------------|---|
| Common Stock | 11/29/2010 | P | 495,750 | A | \$ 4 | 2,315,369 | I <u>(2)</u> <u>(4)</u> <u>(6)</u> | IV LP By Abingworth Bioventures IV LP |
| Common Stock | 11/29/2010 | C | 7,727 | A | <u>(1)</u> | 7,727 | I <u>(3)</u> <u>(4)</u> <u>(6)</u> | By Abingworth Bioventures IV Executives L.P. |
| Common Stock | 11/29/2010 | C | 4,592 | A | <u>(1)</u> | 12,319 | I <u>(3)</u> <u>(4)</u> <u>(6)</u> | By Abingworth Bioventures IV Executives L.P. |
| Common Stock | 11/29/2010 | C ⁽³⁾ | 3,280 | A | <u>(3)</u> | 15,599 | I <u>(3)</u> <u>(4)</u> <u>(6)</u> | By Abingworth Bioventures IV Executives L.P. |
| Common Stock | 11/29/2010 | P | 4,250 | A | \$ 4 | 19,849 | I <u>(3)</u> <u>(4)</u> <u>(6)</u> | By Abingworth Bioventures IV Executives L.P. |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |

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| | | | | | | | | |
|---|------------|------------|--------------|-----------|------------|------------|-----------------|---------|
| Series A-2 Convertible Preferred Stock | <u>(1)</u> | 11/29/2010 | C | 9,013,631 | <u>(1)</u> | <u>(1)</u> | Common Stock | 901,361 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 11/29/2010 | C | 5,356,437 | <u>(1)</u> | <u>(1)</u> | Common Stock | 535,647 |
| 8% Convertible Promissory Note | <u>(5)</u> | 11/29/2010 | C <u>(5)</u> | 382,613 | <u>(5)</u> | <u>(5)</u> | Common Stock | 382,613 |
| Series A-2 Convertible Preferred Stock | <u>(1)</u> | 11/29/2010 | C | 77,278 | <u>(1)</u> | <u>(1)</u> | Common Stock | 7,727 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 11/29/2010 | C | 45,930 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,592 |
| 8% Convertible Promissory Note | <u>(5)</u> | 11/29/2010 | C <u>(5)</u> | 3,280 | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Haas Ken C/O ABINGWORTH BIOVENTURES 3000 SAND HILL RD., B4-135 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Ken Haas 11/29/2010

**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) Each of the Series A-2 Convertible Preferred Stock and the Series B Convertible Preferred Stock automatically converted to Common Stock at the closing of the Issuer's initial public offering on November 29, 2010 at a conversion ratio one share of Common Stock for every ten shares of Series A-2 Convertible Preferred Stock and one share of Common Stock for every ten shares of Series B Convertible Preferred Stock, as applicable, rounded down to the next whole number, for no additional consideration.

(2) These securities are owned of record by Abingworth Bioventures IV LP ("AB IV").

(3) These securities are owned of record by Abingworth Bioventures IV Executives L.P. ("AB IV Executives")

Abingworth Management Ltd. ("AM Ltd.") serves as investment manager of each of AB IV and AB IV Executives and may be deemed to share voting and dispositive power with respect to the securities owned by AB IV and AB IV Executives. The Reporting Person is a (4) venture partner of Abingworth Management, Inc., and in such capacity may be deemed to beneficially own the securities owned of record by AB IV and AB IV Executives, but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(5) The principle of the Note and accrued interest thereon was automatically converted upon the closing of the Issuer's initial public offering on November 29, 2010 into shares of Common Stock at a conversion price equal to \$4.00 per share, the per share price of the Common Stock sold in the Issuer's initial public offering.

(6) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of equity securities covered by this statement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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